



## ABOUT THE REPORT

The annual report of JS Investments Limited is designed to provide a comprehensive overview of the Company's operations, financial performance, corporate governance and business strategies to our valued internal and external stakeholders.

The report, including financial statements, complies with all applicable statutory and regulatory requirements articulated in the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017, provisions of and directives issued under the Companies Act 2017, Provisions of the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (the NBFC Rules), the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the NBFC Regulations), Directives issued by the Securities and Exchange Commission of Pakistan (SECP); and Integrated Reporting (IR) Framework by the International Integrated Reporting Council (IIRC).

It covers the reporting period from January 1, 2022, to December 31, 2022, including subsequent events till its issuance to shareholders. The report contains information that stakeholders of the Company would reasonably require to make an informed assessment of its operations, financial performance, business strategies, key performance indicators, value chain, business model, competitive analysis and prospects for the future.

It delineates the respective roles and responsibilities of the Company towards implementing an Integrated Reporting (IR) framework to enhance accountability, transparency, credibility and to establish business strategies. It is a principle-based integrated reporting framework that promotes a more cohesive and efficient approach to corporate reporting to improve the quality of information and clearly articulate the financial and non-financial information for its stakeholders. It further enhances accountability and stewardship for the broad capital base (financial, tangible, intellectual, human, social and natural) and promotes an understanding of interdependencies.

This annual report contains the following elements:

- Organizational Overview and External Environment
- Corporate Governance
- Financial Position & Performance
- Additional Information

# CONTENTS

## ORGANIZATIONAL OVERVIEW AND EXTERNAL ENVIRONMENT

Company Profile	6
Geographical Presence	10
Key Products and Services	11
Vision, Mission and Core Values	16
Code of Business Conduct and Ethics	22
Operating Structure	22
Ownership Structure	23
Broad Policy Objectives	24
Significant Changes from Previous Years	25
Organogram	26
SWOT Analysis	28
Competitive Landscape and Market Positioning	29
Milestones	30

## CORPORATE GOVERNANCE

Composition of the Board	34
Management Team	38
Corporate Governance Framework	40
Corporate Social Responsibility	45
Policy Framework	46
Issues Raised in Last Annual General Meeting (AGM)	51
Chairman's Review	53
Directors' Report to the Shareholders	54
Board Committees	74
Independent Auditor's Review Report to the Members	78
Statement of Compliance with the Code of Corporate Governance	81
Report on Audit Committee's Composition, Role & Responsibilities	82

## FINANCIAL PERFORMANCE & POSITION

Financial and Business Highlights	86
Performance Evaluation Against Targets / Budgets	87
Independent Auditors' Report to the Members	88
Statement of Financial Position	92
Statement of Profit or Loss Account	93
Statement of Comprehensive Income	94
Statement of Changes in Equity	95
Statement of Cash Flows	96
Notes to the Financial Statements	97
Statement of Value Added	134
Horizontal Analysis	135
Vertical Analysis	136
Financial Analysis	142
Statement of Cash Flows - Direct Method	143
Share Price Sensitivity Analysis	144

## ADDITIONAL INFORMATION

Notice of Annual General Meeting	142
Pattern of Shareholding	148
Form of Proxy	150
Ballot Paper for Voting Through Post	152
Notice to Shareholders	164

# ORGANIZATIONAL OVERVIEW AND EXTERNAL ENVIRONMENT





## COMPANY PROFILE

JS Investments Limited (JSIL) (estd. 1995) is the oldest private sector Asset Management Company in Pakistan. Our founding partners were INVESCO PLC (formerly known as AMVESCAP PLC) – Europe's largest investment Management house & International Finance Corporation (IFC) – the private sector arm of the World Bank Group. JSIL is a subsidiary of JS Bank, one of the fastest growing banks in Pakistan with a rapidly expanding network of 277 branches across the country.

JSIL offers a wide range of investment products including Mutual Funds, Voluntary Pension Schemes, and Separately Managed Accounts (SMAs) to cater to the needs of individual and institutional investors.

The company has played a key role in defining the standards of Asset Management Industry in Pakistan.

JSIL is licensed by SECP to provide "Asset Management", "Investment Advisory", "REIT Management", "Private Equity and Venture Capital Fund Management" services. In addition, the Company also acts as Pension Fund Manager under the VPS Rule.

JSIL is a member of Mutual Fund Association of Pakistan (MUFAP) and is listed on the Pakistan Stock Exchange Limited.

## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. Suleman Lalani	Non-Executive Director / Chairman
Ms. Iffat Zehra Mankani	Chief Executive Officer
Mr. Hasan Shahid	Non-Executive Director
Mr. Mirza M. Sadeed Hassan Barlas	Non-Executive Director
Mr. Atif Salim Malik	Non-Executive Director
Ms. Aisha Fariel Salahuddin	Non-Executive Independent Director
Ms. Mediha Kamal Afsar	Non-Executive Independent Director
Mr. Farooq Ahmed Malik	Non-Executive Independent Director

### Chief Executive Officer

Ms. Iffat Zehra Mankani

### Chief Financial Officer

Mr. Zeeshan Khawar

### Chief Investment Officer

Mr. Hussain Haider

### Chief Operating Officer & Company Secretary

Mr. Muhammad Khawar Iqbal

### Statutory Auditors

KPMG Taseer Hadi & Co, Chartered Accountants

### Legal Advisors

Bawaney and Partners

### BOARD COMMITTEES

#### Audit Committee

Ms. Mediha Kamal Afsar (Chairperson)  
Mr. Hasan Shahid  
Mr. Mirza M. Sadeed H. Barlas

#### Human Resource & Remuneration Committee

Ms. Aisha Fariel Salahuddin (Chairperson)  
Mr. Suleman Lalani  
Ms. Iffat Zehra Mankani

#### Executive Risk Management Committee

Mr. Suleman Lalani (Chairman)  
Ms. Iffat Zehra Mankani  
Mr. Atif Salim Malik

#### Share Registrar

CDC Share Registrar Services Limited (CDCRSL)  
CDC House, 99-B, Block-B, S.M.C.H.S.,  
Main Shahrah-e-Faisal, Karachi



Rating Agency: PACRA  
Type: Asset Manager-Capital Markets

**RATING**

**AM2+**

**Outlook: Stable**

## LICENSES

### Asset Management Services

SECP has granted renewed license No. AMCW/42/JSIL/AMS/06/2022, dated May 14, 2022 to JS Investments Limited under Rule 5 of the Non-Banking Finance Companies (Establishment and Regulation) Rules 2003 as amended through S.R.O.1131 (1) 2007, S.R.O.271(I)/2010, S.R.O 570(I)/2012 and S.R.O 1002(i)/2015 (the "Rules"), to undertake Asset Management Services.

### Investment Advisory

SECP has granted renewed license No. AMCW/41/JSIL/IA/10/2022, dated May 14, 2022 to JS Investments Limited under Rule 5 of the Non-Banking Finance Companies (Establishment and Regulation) Rules 2003 as amended through S.R.O.1131 (1) 2007, S.R.O.271(I)/2010, S.R.O 570(I)/2012 and S.R.O 1002(i)/2015 (the "Rules"), to undertake Investment Advisory Services.

### Voluntary Pension Scheme Management

SECP has granted Registration No. SECP/PW/Reg-03/2007, dated January 8, 2007 to JS Investments Limited under Rule 5(2) of the Voluntary Pension System Rules 2005, to undertake business as a Pension Fund Manager.

### Private Equity and Venture Capital Fund Management Services

SECP has granted license No. SECP/JSIL/PEandVC/03/2021 dated September 15, 2021 to JS Investments Limited under Rule 5 of the Non-Banking Finance Companies (Establishment and Regulation) Rules 2003 as amended through S.R.O.1131 (1) 2007, S.R.O.271(I)/2010, S.R.O 570(I)/2012 and S.R.O 1002(i)/2015 (the "Rules"), to carry out Private Equity and Venture Capital Fund Management Services.

### REIT Management Services

SECP has granted license No. SCD/PRDD/REIT/JSIL/2020/02, dated July 28, 2020 to JS Investments Limited under Rule 5 of the Non-Banking Finance Companies (Establishment and Regulation) Rules 2003 to carry out REIT Management Services.

## GEOGRAPHICAL PRESENCE



**Head Office - Karachi**  
The Centre, 19th Floor,  
Plot No. 28, SB-5,  
Abdullah Haroon Road,  
Saddar, Karachi-74400, Pakistan

**Regional Office - Lahore**  
Ground Floor, No 25, Block 13,  
Plot No.1-4 Usman Block,  
New Garden Town,  
Lahore, Pakistan

**Regional Office - Islamabad**  
Office # 414, 4th floor, PSX Tower,  
55-B, Jinnah Avenue, Blue Area  
Islamabad, Pakistan

Total No. of persons employed  
December 31, 2022

85

## KEY PRODUCTS AND SERVICES

### MUTUAL FUNDS – CONVENTIONAL

#### JS CASH FUND



JS Cash Fund is an open-end Money Market Fund that maintains a portfolio of low-risk Money Market Instruments. The Fund offers competitive returns versus prevailing Bank deposit rates, along with the flexibility to re-invest & withdraw your money at your convenience. JS Cash Fund is an ideal solution for short-term savings.

#### JS GOVERNMENT SECURITIES FUND



JS Government Securities Fund is an open-end Income Fund that provides attractive returns over short to medium term saving. The fund has no lock in period and provides investors with competitive returns & high liquidity at medium risk.

#### JS INCOME FUND



JS Income Fund is an open-end Income Fund that provides fixed-income based returns and potential for capital growth. The Fund offers enhanced returns exceeding Bank deposit rates over the medium term and the flexibility to invest or redeem your money at your convenience. JSIF is an ideal solution for short/ medium-term savings.

#### JS MICROFINANCE SECTOR FUND



JS Microfinance Sector Fund is an open-end Income Fund that aims to contribute to building a sustainable, robust, and inclusive financial sector in Pakistan. The fund has no lock in period and provides investors with competitive returns, high liquidity and a diversified portfolio at medium risk. The fund provides income enhancement by investing in prime quality Microfinance sector products, Microfinance bank deposits and short-term Money Market instruments.

#### UNIT TRUST OF PAKISTAN



Unit Trust of Pakistan is an open-end Balanced Fund that aims to provide income and capital growth by investing in a diversified portfolio of quality Equities and fixed income instruments. The Equities portfolio generates attractive stock-market linked returns over medium/ long-term, while the Fixed income portfolio reduces risk of the overall Fund.

#### JS GROWTH FUND



JS Growth Fund is an open-end Equity Fund that invests in high quality stocks. The Fund offers high returns via the stock market and entails the risk associated with these markets. The fund aims to enable its investors to participate in a diversified portfolio of high quality equity securities aiming at maximizing the investment return by prudent investment management.

#### JS LARGE CAP FUND



JS Large Cap Fund is an open-end Equity Fund that invests in Large Cap. Stocks having Market Capitalization of over one billion. The Fund offers high returns via the stock market and entails the risk associated with these markets. The Fund aims to maximize the total investment return, which would consist of a combination of capital appreciation and income by prudent investment management.

#### JS FUND OF FUNDS



JS Fund of Fund is an open-end Fund that invests in other Mutual Funds. It invests in quality funds across asset classes offered by various Asset Management Companies. JSFOF offers diversification across asset classes, and reduces risk associated with any one fund/ asset class.





## MUTUAL FUNDS – SHARIAH-COMPLAINT

### JS ISLAMIC DAILY DIVIDEND FUND



JS Islamic Daily Dividend Fund is an Open-ended Shariah Compliant Money Market Scheme that primarily invests in Shariah Compliant Authorized Investments. The Fund makes daily payout to the unit holders, which can also be re-invested, net of applicable taxes/ fees/ charges.

### JS ISLAMIC INCOME FUND



JS Islamic Income Fund is an open-end Shariah Compliant Income Fund that provides fixed income based returns and potential for capital growth. The Fund offers enhanced returns exceeding Bank deposit rates over the medium term, along with the flexibility to invest or redeem your money at your convenience. JSIIF is an ideal solution for short/medium-term savings.

### JS ISLAMIC FUND



JS Islamic Fund is an open-end Shariah Compliant Equity Fund that invests in high quality Shariah compliant stocks. The Fund offers high returns via the stock market and entails the risk associated with these markets.

## INVESTMENT PLANS

### JS ISLAMIC HYBRID FUND OF FUNDS



JS Islamic Hybrid Fund of Funds is an open-end Fund that invests in other Shariah compliant Mutual Funds. The Fund maintains a diversified portfolio of Equity, Balanced, Fixed Income and Money Market Funds, offering a number of Investment Plans so you can choose your perfect fit depending on your risk & return needs.

## EXCHANGE TRADED FUNDS

### JS MOMENTUM FACTOR EXCHANGE TRADED FUND



JS Momentum Factor Exchange Traded Fund (JSMFETF) is a Smart Beta ETF. Smart Beta constructs indexes based on criteria other than market capitalization. JSMFETF is designed to track the investment results of JS Momentum Factor Index (JSMFI), composed of PSX large and mid-capitalization stocks exhibiting relatively higher price momentum.

## ALTERNATIVE ASSETS

### JS RENTAL REIT FUND



JS Rental REIT Fund (JSRRF) is a perpetual, closed-end, conventional rental Scheme to achieve regular and stable returns through investments in a fully developed portfolio of sustainable developments and yielding assets in the real estate sector in Pakistan. JS Rental REIT seeks long-term growth in the Net Asset Value and dividend distribution for its unit holders by investing in a commercial real estate portfolio and generating rental income.

### JS MOTION PICTURE FUND



JS Motion Picture Fund (JSMPPF) was established in Pakistan as a Private Fund constituted as a closed-end unit trust under the Trust Act, 1882. The Fund has an entertainment media-oriented investment theme and invests in the securities of existing or start-up motion pictures and audio productions of unlisted companies.

## PENSION FUNDS

### JS PENSION SAVINGS FUND



JS Pension Savings Fund (JSPSF) is a fund under Voluntary Pension System (VPS) that provides a regular income after retirement. The fund aims to ensure optimum returns and reasonable safety of capital while allowing flexible portfolio customization through allocation in equity, income and money market sub-funds depending on your retirement goals, age and risk appetite.

### JS ISLAMIC PENSION SAVING FUND



JS Islamic Pension Savings Fund (JSIPSF) provides a reliable and Shariah compliant source of savings and retirement income to individuals. JSIPSF provides individuals flexibility in contributions and portfolio customization through the allocation of such contributions among Shariah compliant equity, income and money market sub-funds suited to the specific need and risk profile of the investor.

## INVESTMENT ADVISORY

### A SEPARATELY MANAGED ACCOUNT



A Separately Managed Account (SMA) is a customized investment solution for high-net-worth individuals and large corporate customers. An SMA is a portfolio of investments managed on the customer's behalf by a dedicated Investment Manager. The portfolio is customized according to customers' financial requirements and risk tolerance.



## DIGITALIZATION

Our teams have also worked strenuously on integrating smarter digital solutions making investments more accessible in today's digital age.

### DIGITAL CUSTOMER ONBOARDING:

JS Investments Limited offers three major digital customer onboarding solutions for a seamless and convenient investor journey.

- JSIL Sahulat Sarmayakari Account and Regular Digital Account offers potential investors the facility to open their online account to invest in Mutual Funds.
- JSIL Sehal Account through Zindigi App offers investors a quick and easy sign up allowing them to invest in low-risk mutual funds.



### VPS DIGITAL ONBOARDING

JS Investments Limited offers a completely digital onboarding system for Pension Funds for both individual customers and corporates. The platform offers both Pension Fund and Voluntary Pension Fund Schemes with access to a customized customer dashboard.



### JSIL WHATSAPP BOT

JS Investments Limited offers its customers the convenience of a self-service WhatsApp Bot, helping them resolve their investment related queries in a single message. The JSIL WhatsApp Bot offers customers access to their account, investment and tax statements. They can also calculate their tax savings, identify their risk profile, learn about different funds, access Fund Manager Reports and book an appointment with our customer service representative.

### SMA PORTAL

JS Investments Limited SMA Portal is a premium Digital Wealth Management Solution that allows SMA clients real-time access to their portfolio information. Market information to evaluate investments and build a portfolio with Dynamic Investment Allocation between Equity and Fixed Income. Clients also have access to all other value-added features, such as downloading reports and statements and making new investments, redemptions, and fund transfers.



### INVESTOR PORTAL & APP

JS Investments Limited Investor Portal and App is a complete digital ecosystem allowing investors to manage their investments from anywhere, anytime. It will enable them to view their account portfolio, invest in funds, request redemptions, transfer funds, and download their account statements and relevant reports.

# NOISIA

To be the preferred choice  
of every investor, offering  
diverse and innovative  
investment solutions





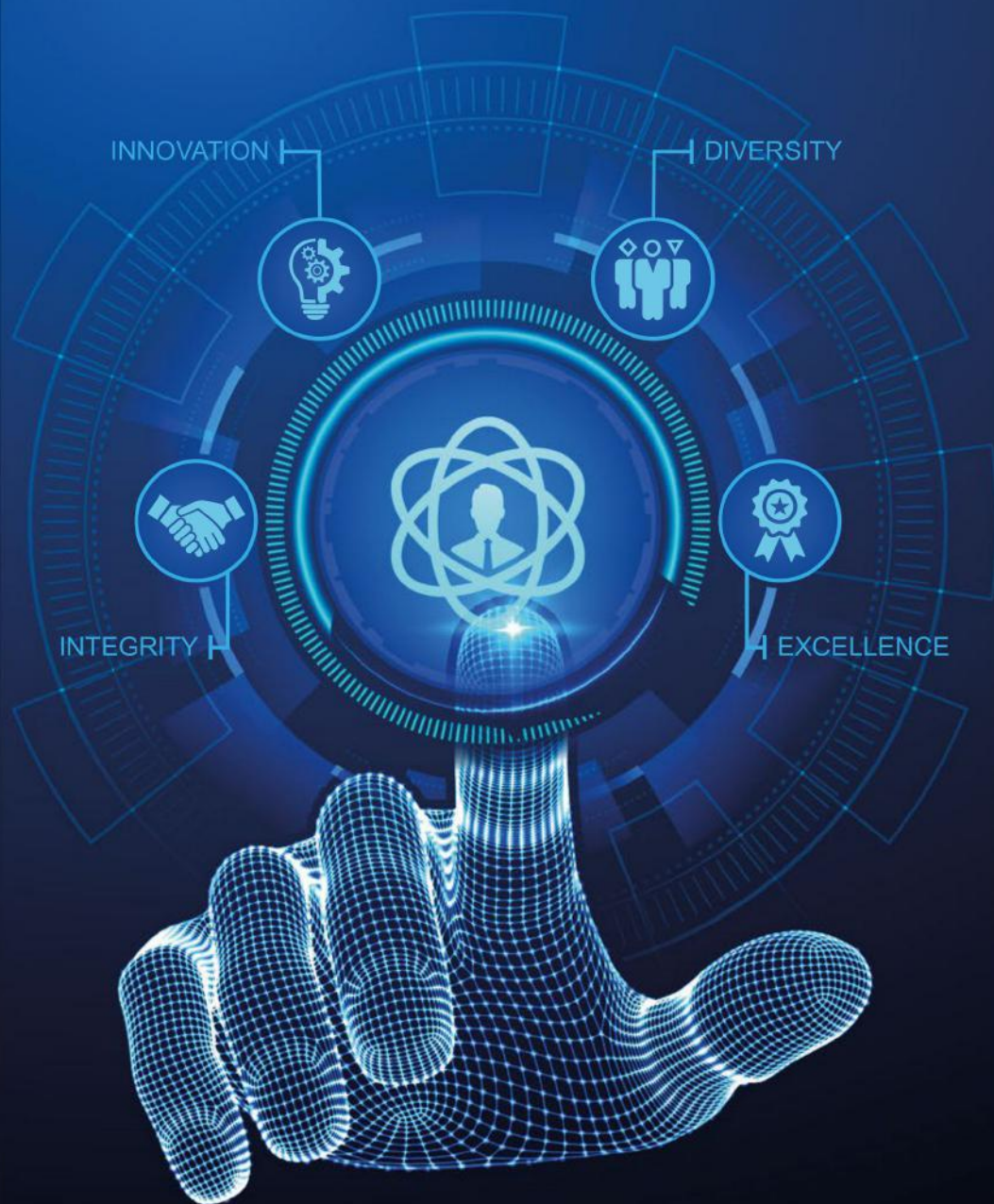
# MISSION

To establish a leadership position in bringing more investable asset classes and innovative products, while managing them with prudence and excellence





# CORE VALUES



## CODE OF BUSINESS CONDUCT AND ETHICS

Our long-term corporate success depends, among other things, on our ability to conduct business in a responsible manner. JSIL has adopted the 'The Asset Manager Code of Professional Conduct' formulated by the CFA Centre for Financial Market Integrity for the purposes of strengthening corporate governance, enhancing compliance culture, and promoting ethical and professional standards among employees. The code defines core values that all employees, especially fund managers, are required to follow when performing business operations or when interacting with colleagues, clients and other stakeholders. It also plays an important role in guiding the Company's efforts to inspire and maintain the trust and confidence of all its stakeholders.

The Code of Conduct and business ethics are essential for every organization. It spells out the behavior expected from employees, reflecting fairness, transparency and accountability. It guides staff members to conduct themselves with honesty and integrity in all actions representing the organization.

We are committed to conduct our business in accordance with applicable Laws, Rules and Regulations as defined by our Regulators. We always abide by ethical standards and considers it to be a key business priority. Our Code of Ethics requires that appropriate standards of behavior are followed in letter and spirit.

## OPERATING STRUCTURE

The management of daily business operations and ancillary matters is delegated by the Board of Directors through their exercise of authority. Management's role is to implement decisions, develop strategies, and create operational plans in accordance with the objectives approved by the Board of Directors. The Board of Directors convenes quarterly meetings and as necessary to assess the company's performance and makes future plans. At these meetings, management provides updates on business activities and solicits feedback from the Board. Board Committees play a crucial role in ensuring transparent reporting processes, setting policies and procedures, and overseeing specific areas. The leadership ensures that each department is led by competent and experienced professionals who instill a culture of commitment and growth within their teams. All levels of management are trained in detail regarding standard operating policies and procedures.

## OWNERSHIP STRUCTURE





## BROAD POLICY OBJECTIVES



## SIGNIFICANT CHANGES FROM PREVIOUS YEARS

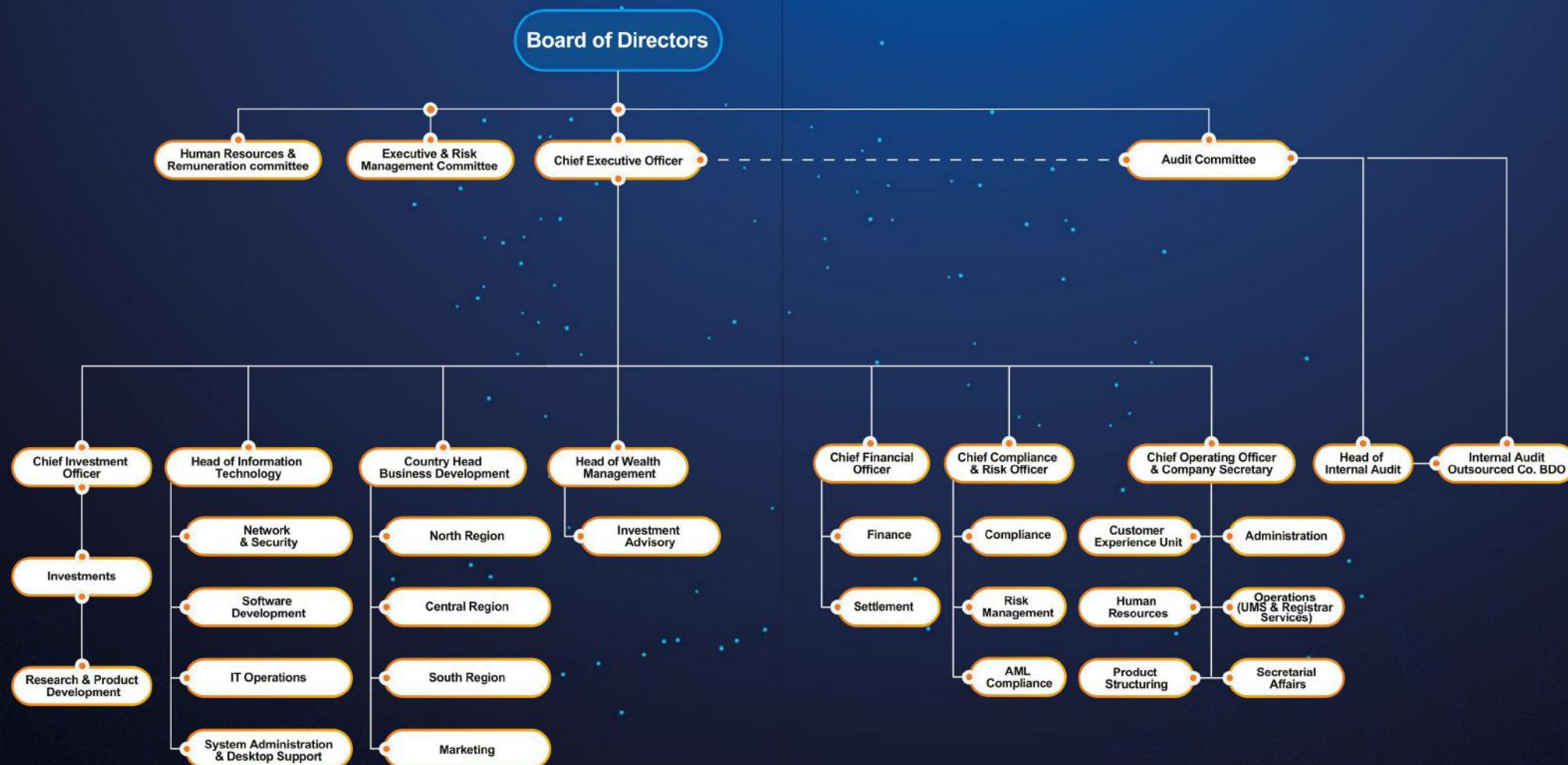
During the year the Company focused on further diversifying its product suite and continued with its tradition of product innovation.

- JS Momentum Factor Exchange Traded Fund (JSMFETF) was launched in January 2022 as the first smart beta ETF in Pakistan, which focuses on PSX large and medium-capitalization stocks exhibiting relatively higher price momentum.
- As another first, JS Microfinance Sector Fund (JSMFSF) was launched in May 2022, which aims to provide income enhancement by investing in prime quality microfinance sector products.
- JS Government Securities Fund (JSGSF) was launched in July 2022 to generate competitive returns with low risk by primarily investing in Government Securities.
- JS Rental REIT (JSRR) was launched in June 2022 with the objective of investing in REIT projects directly or through special purpose vehicle (SPV) to generate income / returns for unit holders.

Pakistan Credit Rating Agency Limited (PACRA) has assigned JS Investments Limited a rating of 'AM2+' with 'stable outlook' dated December 27, 2022, which is an improvement from the previous rating of AM2 with 'positive outlook'. The rating denotes high management quality.



# ORGANOGRAM



\*Head of Internal Audit administratively reports to the CEO

## SWOT ANALYSIS

SWOT analysis is an enhanced framework that enables an organization to witness and forecast its strategies in the form of Strengths, Weaknesses, Opportunities, and Threats. This framework portrays internal and external factors that affect the organization and assists in mitigating risks, enhancing key strengths, addressing limitations, and finding possible ways to grow in terms of opportunities.

### STRENGTH:



1. First private sector AMC now completing a track record of 25 years for its fund offering.
2. Fastest growing AMC in the previous 12 months.
3. Best performing cash fund in last five years.
4. The best-performing balanced fund last year.
5. Ranked first in the past 90 days in four fund categories.
6. Ranked in the top quartile in five fund categories.
7. Trendsetters in launching new fund categories.
8. Part of JSCL, the first securities Company in Pakistan with a Wall Street pedigree.
9. Diversified across multiple asset classes under one brand.

### WEAKNESS:



1. Concentrated Asset Under Management.
2. Clientele targeted towards a singular segment.

Following is the brief SWOT analysis of the Company.

### OPPORTUNITIES:



1. Untapped geographical locations.
2. Potential for growth in the retail sector through awareness and education.
3. Routing of government and private sector provident funds into voluntary pension schemes.
4. Growth prospects within the REIT segment.
5. Emphasis on VC Fund to create a healthy eco-system and provide an avenue for long term capital such as that of insurance and pension funds in the alternate asset class.
6. Technological innovations offer growth opportunities through access to a wider segment of the market, productivity enhancement, and a greater ability to provide a vast array of products and services.

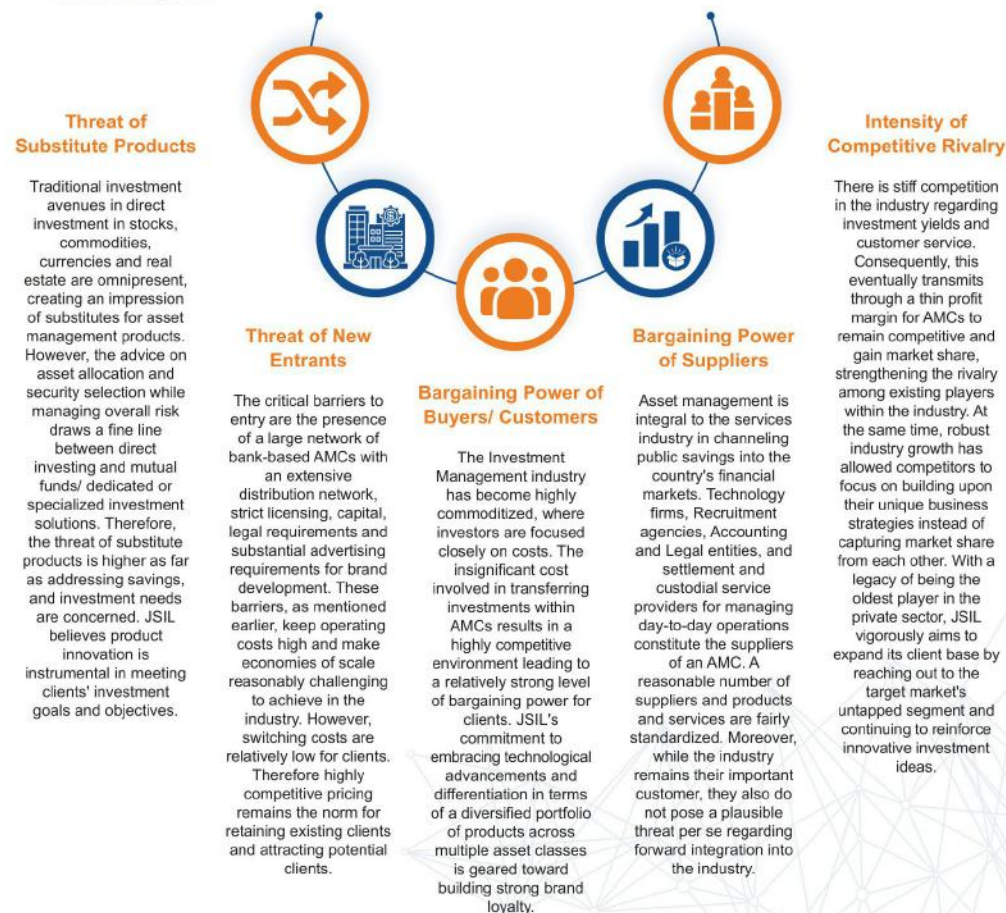
### THREATS:



1. Macroeconomic headwinds amid political uncertainty resulting in a highly challenging business environment.
2. The country's low income and high inflation lead to a lower saving and investment ratio.
3. Unfavorable taxation measures by the Government in a tight fiscal situation can significantly hamper industry growth.
4. Novel investment opportunities, e.g., crypto and NFTs, could attract public savings away from traditional products.

## COMPETITIVE LANDSCAPE AND MARKET POSITIONING

JSIL operates in a very competitive landscape within the financial industry. Hence, we regularly monitor Porter's Five Forces to help us analyze the industry's business environment, allowing us to fine-tune existing strategies and develop forward-looking ones.





## MILESTONES





# CORPORATE GOVERNANCE



## COMPOSITION OF THE BOARD



### MR. SULEMAN LALANI

Mr. Suleman Lalani is a Non-Executive Director and Chairman on the Board of JS Investments Limited. He is presently the Vice-Chairman of Jahangir Siddiqui & Co. Limited ("JSCL").

Before his elevation to the position of Vice-Chairman, he served JSCL as its Chief Executive Officer for more than a decade. Prior to joining JSCL, he was Executive Director Finance & Operations and Company Secretary of JS Investments Limited where he served as CFO and Company Secretary for seven years.

Mr. Lalani had started his career with JSCL in 1992 where he worked for over eight years. In 2000 he was promoted to the position of Chief Operating Officer of Jahangir Siddiqui Investment Bank Limited, a subsidiary of JSCL. In January 2002 he joined The First MicroFinance Bank Limited as its Chief Financial Officer and Company Secretary.

Mr. Lalani is a Fellow member of the Institute of Chartered Accountants of Pakistan and has more than 30 years of experience in the financial services sector. He has also completed the Board Development Series Certificate Program conducted by the Pakistan Institute of Corporate Governance.

#### Other Directorships:

- 1. Jahangir Siddiqui & Co. Limited
- Al-Abbas Sugar Mills Limited
- Shahtaj Sugar Mills Limited
- TRG Pakistan Limited



### MS. IFFAT ZEHRA MANKANI

Ms. Iffat Zehra Mankani is the Chief Executive Officer of JS Investments Limited. She has a globally diversified experience of over two decades in public and private markets across multiple asset classes. During her work experiences in the capital markets in Pakistan, she held various senior strategy and research roles, both on the buy and sell side of the industry, including the National Investment Trust, JS Investments Limited and BMA Asset Management Company Limited.

As a sell-side analyst, Ms. Iffat was often quoted in the financial press and was well known for her accuracy as a strategist. In her buy-side roles as Chief Investment Officer at JS Investments (2005-2007) and BMA Asset Management (2007-2011), she successfully implemented a disciplined asset and risk allocation process, resulting in a consistent top-quartile performance for funds under management. These included some pioneering products in the industry, such as the asset allocation fund, capital protected fund, an index fund, an offshore listed hedge fund and separately managed accounts.

Before rejoining JS Investments, she worked in the Deals Advisory team at PwC Canada, where she made significant contributions in the space of complex financial instruments and private debt valuations, helping steer the business toward sustainable growth. Moreover, she has also held diversified roles in the risk management groups of leading Canadian Banks (Bank of Montreal and CIBC) associated with their quants and trading risk oversight teams. In addition to making numerous value additions as a Risk Manager of equity, fixed income and structured product desk, she spearheaded bank-wide regulatory and infrastructure projects and initiatives.

She holds a Master of Finance from the Rotman School of Management (University of Toronto) and a Master of Business Administration from the Institute of Business Administration, Karachi.



### MR. HASAN SHAHID

Mr. Hasan Shahid is a Non-Executive Director of JS Investments Limited. He comes with over twenty years of experience in the fields of finance, auditing, internal controls evaluation and re-designing, compliance and taxation. Hasan Shahid is a Company Secretary and Head of Legal at JS Bank Limited where he joined in November 2019.

Prior to JS Bank, he served as the Director Finance and Company Secretary at Jahangir Siddiqui & Co Ltd. (JSCL), where he had joined as Manager Finance in 2006. He also served as Chief Financial Officer of JSCL from 2012 to 2018. His portfolio encompasses a wide range of matters ranging from financial management, reporting, audit, taxation, compliance with laws and other secretarial matters.

Mr. Hasan is a fellow member of the Institute of Chartered Accountants of Pakistan (ICAP) and Pakistan Institute of Public Financial Accountants (PIPPA) and holds a Master's degree in Economics from University of Karachi.

He is member on the boards of following entities:

- JS Engineering Investments (Private) Limited
- Future Trust – Trustee & Treasurer



### MR. MIRZA M. SADEED HASSAN BARLAS

Mirza Sadeed Barlas is a Non-Executive Director of JS Investments Limited. He has more than thirty-three years of experience out of which the banking experience spans over 26 years. He worked for seven years with Siemens in its Medical Division, after getting an Electrical Engineering degree from UET, Lahore. Thereafter, he did his MBA from Lahore University of Management Sciences (LUMS), in 1993 and was awarded a Silver Medal with distinction in Statistics and Quantitative Methods.

He started his banking career in Corporate Banking and worked in Commercial Banking, SME Banking, Digital & Microfinancing during his career in local and multinational banks. The major part of his career has been in risk where he has worked in all facets of Risk Management covering Credit Risk, Operational Risk, Basel, Market Risk, Consumer Risk, etc. He has served in local and foreign banks such as MCB Bank, United Bank Limited (UBL), Barclays, Telenor Microfinance Bank, and JS Bank (JSBL) in the capacity of CRO and Group Head Risk, etc. His longest stay was with UBL, for about seventeen years.

Mr. Sadeed also served as a member of the Board of Directors of UBL Funds Managers, a subsidiary of UBL bank from 2015 to 2018 as a UBL nominee director and chaired the UBL Fund's board risk and compliance committee as well, during this assignment. During his work period at UBL, he was assigned an additional responsibility of Group Head Risk International looking after the risk of UBL branches in foreign countries covering UAE, Qatar, Bahrain, etc.

Currently, he is working as Chief Risk Officer at JS Bank Limited, looking after the risk management functions, including consumer risk, ERM, market risk, operational risk, risk policies and information security.



### MR. ATIF SALIM MALIK

Mr. Atif S. Malik has joined as a Non-Executive Director. He has over twenty-six years of diversified experience encompassing areas including retail banking and microfinance, strategy development and implementation, business transformation and MSME Development. He has successfully developed new business verticals in the financial space, both internationally and within Pakistan, and has a proven track record of business turnaround. He has worked with financial institutions including Standard Chartered Bank, Al-Rajhi Bank-KSA and HBL Microfinance Bank.

Mr. Atif has also worked in East and Southern Africa, heading microfinance banks. He was a core member of the team that established Small and Medium Enterprise Development Authority- Pakistan (SMEDA). He started his career from LUMS as a Research Associate where he published research primarily on the MSME sector. He is currently heading Retail Banking at JS Bank Limited, looking after branch banking, SME financing, Private banking and Consumer lending.





### MS. AISHA FARIEL SALAHUDDIN

Ms. Aisha Fariel is an Independent Director of JS Investments Limited. Her career comprises of diverse experience in journalism, investment banking, energy policy advisory and entrepreneurship. She is the founder and Chief Executive Officer of UpTrade, a unique bartering model enabling off-grid farmers to use their livestock as currency in developing rural economies. She has over 10 years of international experience in energy finance, project development and energy policy. Her geographical experience spans over Indonesia, Egypt, Pakistan, and the Middle East, North Africa region where she has advised governments and private sector on energy policy, pricing and reforms.

Ms. Fariel has done her MPA from Columbia University, New York and BSc from Lahore University of Management Sciences, Lahore.

Other Directorships:

Pakistan Paper Products Limited



### MS. MEDIHA KAMAL AFSAR

Ms. Mediha Afsar joined as an Independent Director of JS Investments Limited. She comes with a background in Brand Strategy, Economics and International Marketing, having graduated from the London School of Economics and Regents Business School London, where she was the top position holder in her MSc and BA Hons degrees. She has experience of working with Financial and FMCG institutions in advising and managing their marketing departments, brand activations, communication campaigns and product lines where she developed SOPs, audited & established streamlined processes for transparency, efficacy and coordination. She has also managed a diversified portfolio of dairy products under a leading flagship premium brand in Pakistan, with an annual turnover in excess of USD 90 million. Ms. Mediha has also set examination questions for future bankers at the Institute of Bankers Pakistan and founded a freelance consultancy service to provide holistic brand communication frameworks, revival strategies & idea generation for clients in need of boosting brand health.



### MR. FAROOQ AHMED MALIK

Mr. Farooq Ahmed Malik joined as an Independent Director of JS Investments Limited. He is a businessperson and a retired BP.22 government official with combined experience of 86 years while working simultaneously in both government service and personal business. He served as Commissioner and Regional Commissioner in various capacities. He is an expert in law especially tax laws and had trained individuals in all areas of income tax.

He is also the founder of Interwood Mobil (Pvt) Ltd, established in 1974. Interwood Mobil is a home-grown state of the art manufacturing setup in Pakistan and considered a top brand in Doors, Wardrobes, Kitchens, Offices, Home Furniture etc. The company, with its technology, design and infrastructure can be compared with any international brand.

In 1966, Mr. Malik obtained his degree in Masters of Economics from University of Punjab. In 1968, he appeared in CSS and was selected in the Internal Revenue Service. Due to hard-work, persistence and exceptional performance record, he was promoted to the highest grade i.e. 22 (the grade of Federal Secretary), served as Commissioner, Chief Commissioner, Member Information Technology FBR & Director General Training etc. Trained about 1000 officers of the IR service.

Other Directorship:

Interwood Mobil (Pvt) Limited

## MANAGEMENT TEAM

1

### Ms. Iffat Zehra Mankani

Chief Executive Officer

Ms. Iffat joined JS Investments in April 2021. She brings over 20 years of global experience in both public & private markets across multiple asset classes. She was associated with JSIL during 2004-2007 as the CIO & in a similar capacity later with BMA Funds from 2007-2012. In her most recent role, Ms. Iffat worked with the Deals Advisory team at PwC Canada and worked for over six years with leading Canadian Banks in Capital Markets Risk Management Quantitative teams. Ms. Iffat holds MFin. from Rotman School (UoT) & MBA from the Institute of Business Administration.

2

### Ms. Samina Faisal

Country Head | Business Development

Ms. Samina brings with her more than 30 years of experience in Treasury, Institutional & Corporate Sales, Wealth Management. Prior to joining JSIL, she was managing her own consulting firm – Litmus Consulting. In addition, she also provided technical training to corporates and financial institutions in Pakistan. During her career, she has been associated with international banks such as Standard Chartered, Societe Generale Bank & Citibank. Ms. Faisal holds a Master's degree from the Institute of Business Administration, Karachi.

3

### Mr. Hussain Haider

Chief Investment Officer

Mr. Hussain has two decades of global experience in investment management, equity advisory & private banking for clients spread across three continents. Having worked across financial markets, private & public sector institutions and family offices in both buy & sell-side roles; he is adept at delivering actionable portfolio allocation ideas. Recently, Mr. Hussain was associated with JS Global Capital as Chief Strategist, winning prestigious CFA awards and AsiaMoney polls during this time. An IBA graduate, a CFA Charter holder and a CIPM Certificant, Mr. Hussain also served as Director on the Board of a local CFA Society in Canada.

4

### Mr. Abdul Basit Siddiqui

Head of Wealth Management

Mr. Basit has 20+ Years of Diversified Experience of segments like Private Banking, Retail Branch Banking, Wealth Management, Consumer Assets, Islamic Banking and Emerging Banks. He has developed and managed substantial portfolios, along with extensive exposure of Integration & mergers of banks. Hold Various Top performers & Role Model Awards. Prior to JSIL, he has worked with JS Bank, Standard Chartered Bank, Samba Bank, Burj Bank, Emaan Islamic Banking & Silk Bank. Mr. Basit holds various Top Performer & Role Model Awards.

5

### Mr. Khawar Iqbal

Chief Operating Officer & Company Secretary

Mr. Khawar holds 30+ years of experience during which he introduced changes to bring in efficiencies, simplifications & improvement in the overall quality of his functions. He joined JSIL in 2005 as a Finance Manager. He went on to serve as CFO from 2012 to 2019 & is currently working as COO & Company Secretary. His current role includes design & implement business operations, establish policies that promote company culture and vision & oversee operations of the company & other secretarial matters.

6

### Mr. Zeeshan Khawar

Chief Finance Officer

Mr. Zeeshan has more than two decades of experience covering the ambits of Financial Strategy, Project Management, Internal and External Audit and Risk Management. He is a Fellow Chartered Accountant, Certified Internal Auditor and Certified Internal Controls Auditor. He previously worked at Al Ghurair Foods UAE and Sri Lanka as CFO, Al-Ghurair Investments UAE as Group Audit and Risk Head and State Audit Institution – UAE. Mr. Zeeshan started his career with KPMG and besides Pakistan has worked in UK and UAE for 7 years.

7

### Mr. Malik Zafar Javadi

Chief Compliance & Risk Officer

Mr. Malik Zafar Javadi carries over 29 years of experience of capital market operations, Corporate Laws/ Regulations and managing business operations. He has expertise in managing business operations of the Financial Sector, Capital Markets, Corporate Affairs, Business Transformations and digitization of Customer On-boarding, Automation of KYC/AML system, Payment Solutions and back-office operations leading towards efficient control and management. He has been part of JSIL's team since 2006.

8

### Mr. Muhammad Anwer

Head of Information Technology

Mr. Anwer has been serving currently in the capacity of Head of Information Technology at JS Investment and has a career spanning over two decades both within the country and overseas. He has implemented several key projects at various organizations and is highly reputed within the Information Technology Sector. Prior to JS Investments, Mr. Anwer was associated with distinctive organizations and held various management positions, and accumulated a stellar track record of success.









## CORPORATE GOVERNANCE FRAMEWORK

The main goal of our corporate governance framework is to create an efficient set of incentive and monitoring mechanisms to ensure that management is always aligned with our stakeholders' best interests in a sustainable way. In order to achieve this goal, we have set up decision-making bodies and institutionalized procedures to align management with our meritocratic, performance-focused and long-term value creation culture.

Our internal policies and procedures, which have been consistently effective since the Company was formed, are properly documented and communicated. The Board aims to ensure the highest standards of corporate governance, accountability and risk management. The main philosophy of our business, for the last 27 years, has been to create value for all stakeholders through fair business practices. This translates into policies approved by the Board of Directors and implemented throughout the Company to enhance the economic and social value for all stakeholders of the Company.

## ROLES AND RESPONSIBILITIES OF THE CHAIRMAN

The Code of Corporate Governance ("Code") requires that the Chairman and the Chief Executive Officer ("CEO"), by whatever name called, shall not be the same person except where provided for under any other law. Further, the Chairman shall be elected from among the non-executive directors of the listed company. The Code also requires that the Board of Directors of a listed company shall clearly define the respective roles and responsibilities of the Chairman and CEO.

Accordingly, the following description sets out a clear division between the roles and responsibilities of the Chairman and CEO.

The Chairman shall be responsible for the leadership of the board and shall ensure that the board plays an effective role in fulfilling all its responsibilities. In particular, he shall:

1. Ensure effective functioning of the Board and committees of the Board in accordance with the highest standards of corporate governance.
2. Ensure effective communication with shareholders and other stakeholders of the Company to understand their views.
3. Ensure that such an agenda for the Company is set which primarily focus on strategy, performance, value creation and accountability, and ensure that issues relevant to those areas are regularly considered by the Board.
4. Ensure that the Board discussions promote constructive debate and effective decision-making.
5. Ensure that the Board determines the nature and extent of the significant risks to the Company and that the Board reviews regularly the effectiveness of risk management and internal control systems.
6. Ensure that adequate time is allowed for discussion of all agenda items and to ensure that complex or contentious issues are dealt with effectively, making sure in particular that nonexecutive directors have sufficient time to consider them.
7. Ensure that the Board members receive accurate, timely and clear information relating to agenda items and, in particular, about the company's performance.
8. Ensure that the Board delegate appropriate authority to the management.
9. Ensure that all Board committees as required under the Code are properly established, composed and effectively operated.
10. Ensure to build an effective Board, its composition and balance, diversity, including gender, and succession planning for the Board and the appointment of senior executives.
11. Liaise with the Human Resource and Remuneration Committee regarding remuneration of the executive directors and senior executives.
12. Ensure that the chairman of the Board Committees properly brief the Board regarding proceedings of their Committees.
13. Ensure proper disclosure in the annual report as required under the Code of Corporate Governance.
14. Ensure that the directors continually update their skills and the knowledge and familiarity with the company to fulfill their role both on Board and Board Committees including in terms of the code of corporate governance.
15. Communicate with the Chief Executive Officer whenever need be.
16. Ensure that the performance and effectiveness of the Board, its committees and individual directors is formally evaluated on an annual basis.
17. Establish a harmonious and open relationship with all executive directors and Chief Executive in particular providing advice and support while respecting the executive responsibilities.
18. Ensure that conflict of interest issues is adequately addressed at Board level.



## ROLES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be responsible for the leadership of the business, subject to the control and direction of and the authorities delegated to him/her by the Board of Directors.

In particular, he/she shall:

1. Develop strategy for the Company for Board approval and ensure that approved corporate strategy is duly reflected in the business.
2. In conjunction with the Chief Financial Officer, develop an annual budget and the cash flow plan consistent with approved corporate strategies, for presentation to the Board for approval. This should include developing processes and structures to ensure that capital investment proposals are reviewed thoroughly, that associated risks are identified and appropriate steps are taken to manage the risk to the business.
3. Be responsible to the Board for the performance of the Business consistent with approved business plans, corporate strategies and policies and keep the Board as a whole updated on progress made against such approved plans, corporate strategies and policies.
4. Plan human resourcing to ensure that the company has the capabilities and resources required to achieve its plans and ensure that robust management succession and management development plans are in place and presented to the Board from time to time.
5. Develop an organizational structure and establish processes and systems to ensure the efficient organization of resources.
6. Ensure that financial results, business strategies where appropriate, targets and milestones are placed before the Board.
7. Develop and promote effective communication with shareholders and other stakeholders.
8. Ensure that business is conducted in accordance with the highest standards of corporate governance.
9. Ensure that the flow of information to the Board is accurate, timely and clear.
10. Establish a close relationship of trust with the Chairman, reporting key developments to him in timely manner and seeking advice and support as appropriate.
11. Ensure that the reporting lines within the Company are clearly established and are effective.
12. Ensure that proper procedures are in place to ensure compliance with all applicable Laws, Rules and Regulations.
13. Ensure an effective framework of internal controls including risk management in relation to all business activities.
14. Ensure that the company has a suitable system and policy for the timely and accurate disclosure of information in accordance with regulatory requirements.
15. Ensure that conflict of interest issues is adequately addressed at management level.

## DELEGATION OF AUTHORITY

The responsibility of implementing the strategies approved by the Board of Directors have been entrusted to the Chief Executive Officer (CEO) of the Company. The CEO and her management team has the primary responsibility for running of the routine business operations of the Company in an effective and ethical manner in accordance with strategies and goals set by Board. The management is also responsible to keep the Board informed about key risks and opportunities and changes in operating environment.

### Board's Annual Performance Evaluation

As required by the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Board of JS Investments Limited reviews its own performance annually undertaking a formal process of self-evaluation of performance of the Board and its committees. The purpose of this evaluation is to ensure that the Board's overall performance and effectiveness is measured and benchmarked against expectations in the context of objectives set for the Company. The Board has recently completed its annual self-evaluation for the year ended December 31, 2022. For the Purpose of Board evaluation, a comprehensive criterion has been developed. The performance of the Board of JS Investments is evaluated regularly along the following parameters, both at individual and team levels.

The overall performance of the Board measured on the basis of below mentioned parameters for the year were found satisfactory.

1. Composition: Effectiveness in bringing in a mix of genders, talents, skill sets and rationale, Integrity, credibility, trustworthiness and active participation of the members.
2. Leadership and Planning: The Board spends sufficient time on strategy formulation. Its ability to provide guidance and direction to the Company, review adequacy of resources and follow-up and review of annual targets set by the management.
3. Effectiveness: All Board members understand and fulfill their responsibilities and comply with all relevant laws. Significant issues are placed in front of the Board for consideration.
4. Accountability: The Board reviews potential risks, adequacy of internal controls and the risk management procedure.
5. Strategy and Performance: The Board devotes appropriate time to review the implementation of Company's strategic and financial plans.
6. Organization: The Board meetings are structured to make effective use of the member's time and skills. Board members receive appropriate supporting materials for timely decision-making.
7. Ethics and Compliance: The Board ensures that professional standards and corporate values are put in place that promote integrity for the Board, Senior Management and employees in the form of the Company's Code of Conduct. It is notified of material communications received from governmental or regulatory agencies related to areas of any non compliance.
8. Risk Management: The Board has a sound process for identifying and regularly reviewing the Company's principal risks, and makes necessary adjustments in light of changes to the internal and external environment.



### Directors' Orientation

Every new member of the Board upon induction apprised about business operations, strategy, goals organizational / group structure, subsidiaries, associates and other related parties, Company's visions etc. The training programs are also offered to the Directors for enhancement of their skills. In addition to that, in quarterly meetings, management acquaints the board about new laws, amendments in existing laws, and changes in accounting standards introduced during the period.

### Directors Training Program

The Company adopts a keen interest in the professional development of its Board members as per the requirements of the Code of Corporate Governance. Five out of the eight Directors of the newly appointed Board are certified under the Directors Training Program (DTP).

### Board Meetings Outside Pakistan

During the year, all the board meetings were convened in Pakistan by physical attendance and using video-link facility.

### Use of External Search Consultant

The Board of the Company was constituted in December 2022 after the election of directors. At that time the Company used the database of 'Pakistan Institute of Corporate Governance' (PICG), an institute notified by the Commission, to appoint the independent directors. However, during the year 2022, services of external search consultancy were not required.

### Chairman's Significant Commitments & Any Changes Thereto

Mr. Suleman Lalani is serving JS Investments Limited as the Chairman of the Board. With his long-dedicated career and vast experience, he leads the Board with utmost dedication and commitment. The details of his other engagements are mentioned in his profile.

### Governance Practices Exceeding Legal Requirements

The Company and its Board have always endeavored to adopt the best practices in industry and governance to ensure that it remains the best-in-class. The Company has not only complied with mandatory legal compliances under the Listed Companies (Code of Corporate Governance) Regulation, 2019, and the Companies Act 2017 and other applicable rules, regulations and standards, but has also carried out the following activities in addition to the legal requirements.

- Implementation of Health, Safety and Environment Policy for better and safe workplace environment for employees and surrounded community.
- The Company has adopted Integrated Reporting framework by reporting additional corporate and financial information in this Annual Report to provide insight about the resources and relationships used and affected by the organization.
- Voluntary adoption of best reporting practices as prescribed by ICAP/ICMAP/ SAFA to make the Company's Annual Report more transparent.
- As a measure to strengthen its risk governance, JSIL has built a very effective risk management structure providing appropriate senior level oversight, segregation of functions and organizational checks and balances within a risk conscious culture.

## CORPORATE SOCIAL RESPONSIBILITY

JSIL has a firm belief in the importance of giving back to society. As a result, the company has actively participated in various initiatives led by Future Trust (FT), Mahvash and Jahangir Siddiqui Foundation (MJSF) and Fakhr-e-Imdad Foundation (FIF), which are the three philanthropic arms of JS Group.

All of these entities are non-profit benevolent, philanthropic organizations established for the promotion, advancement and encouragement of education, medical and healthcare, vocations, rehabilitation, protection and improvement of the environment and general improvement of the socio-economic conditions of the people of Pakistan. Pakistan Centre for Philanthropy (PCP) also certifies FT and FIF for its efforts in this arena.

### Fakhr-e-Imdad Foundation

Fakhr-e-Imdad Foundation (FIF) is a non-profit organization committed to serving poor and marginalized communities by providing services at the grass root level. FIF has a high standard of governance and ethics, which is transparent and engages with its stakeholders to promote trust and value. FIF's corporate social responsibility (CSR) strategy centers on promoting education by setting objectives to improve access, enhance quality, and foster social inclusion.

### Mahvash and Jahangir Siddiqui Foundation

Founded in 2003, Mahvash and Jahangir Siddiqui Foundation is a charitable, non-profit organization based in Pakistan and run by several board members and senior management. The primary focus areas are healthcare, education, sustainable development through social enterprise and humanitarian relief. MJSF targets the root causes of poverty in Pakistan and is a major donor to numerous philanthropic endeavors nationwide.

### Future Trust

Future Trust (the Trust) is a non-profit benevolent, philanthropic organization, a charitable trust constituted for the promotion, advancement and encouragement of education, medical and healthcare, vocations, rehabilitation, protection and improvement of the environment, self-help, microfinance, relief against poverty and general improvement of the socio-economic conditions and living standards of the people of Pakistan.



## POLICY FRAMEWORK

### POLICY ON DIVERSITY

JS Investments has a firm belief that diversity is an important factor in contributing to the company's success as people with unique characteristics in terms of gender, knowledge, expertise and skills set add value and help the organization achieve its goal. At JS Investments, inclusiveness is always promoted in the organization's culture. Diversity and inclusion are the foundation for the Company's code of conduct and culture where every member of board and employee comes from diverse backgrounds, at an individual level, which includes capability, experiences, knowledge, and at a social level, which includes race, ethnicity, culture, religion and others. The Company believes that a diverse workforce plays a very significant role in enhancing efficiency at all levels of the organization.

### BOARD'S POLICY ON RELATED PARTY TRANSACTIONS

The Board has approved a policy for transactions with related parties which is in line with applicable Laws and Standards. The policy is intended to ensure timely approval, disclosure and reporting of related parties' transactions. All transactions with related parties during the year were placed before the Board Audit Committee, Board of Directors and General Meetings, as the case may be, for their review and approval.

### POLICY FOR SAFETY RECORD OF COMPANY

The Company places significant emphasis on the safety and accessibility of its records, in compliance with applicable laws. Physical files and documents are stored in designated cabinets and racks within record rooms to safeguard them against physical and environmental damage. Regular backups of digital records are taken and stored both onsite and offsite. The offsite backup tapes are maintained in secured and fire-resistant storage locations. To ensure the integrity of the backups, periodic samples are restored.

### INVESTORS' GRIEVANCE POLICY

JSIL believes that relations with investors are vital for the financial lifeline and substantial growth of the Company. Relations with investors also reflect on the goodwill of JSIL. It is, therefore, imperative to place an efficient and effective mechanism for providing services to the investors and to redress their grievances in accordance with law.

The Company has accordingly provided on its website, the necessary information about the Company, the directors, auditors, independent share registrars, and the financial data for the current period and for the last six years.

The Company Secretary of JSIL is the primary contact on behalf of the Company to whom the investors can contact to redress their grievances and resolve their issues. The management endeavors to investigate and resolve all the complaints and queries of the investors to their utmost satisfaction. An investor who is not satisfied can also approach the Securities & Exchange Commission of Pakistan (SECP) complaint cell through interactive link provided on our website.

Our investor grievance policy is broadly based on the following principles:

- Investors contacting in person, telephone, fax or email are received and their complaints are dealt in timely manner.
- Each and every investor is treated fairly at all the times.
- Prompt, efficient and fair treatment is given to all the complaints and queries of the investors.

### WHISTLE BLOWING POLICY

The objective of Whistle Blowing Policy is to receive, handle complaints in a fair and transparent manner and to provide protection to the complainant against victimization, and disclosure of the number of such incidences reported to the Audit Committee. The policy addresses the concerns of Company's staff and other stakeholders about irregularities, impropriety, financial malpractices, frauds & forgeries, personnel harassment and improper conduct or wrongdoing without any fear of reprisal or adverse consequences in order to strengthen the Company's reputation and its overall performance in order to safeguard the interest of customers.

Whistle Blowing Policy is applicable to all its employees working across the country and other stakeholders that includes but not limited to customers, vendors, brokers etc.

Employees are encouraged to report concerns directly to immediate supervisors or head of the department or where impractical the whistle blower shall report the matter to the head of HR, the CEO or directly to the Board's Audit Committee without fear of reprisal.

The policy also encourages stakeholders to raise concern against any unsatisfactory inquiry or proceedings. The whistle blower shall report the matter in writing to the person who acknowledges the same. Therefore, anonymous reports of alleged wrongdoing shall not be investigated unless supported by strong documented evidence. Identity of the whistle blower shall be kept confidential by the person receiving the complaint and by the investigators unless required by any law enforcement agency. Whistle blower shall not be reprimanded for any suspected activity unless it is proved that the matter was reported with an aim to damage the reputation of other personnel or the organization.

### HUMAN RESOURCE MANAGEMENT POLICY AND SUCCESSION PLANNING

Human resource management policies including preparation of a succession plan. (Capital mean Financial Capital, Human Capital, Manufactured Capital, Intellectual Capital and Social & Relationship Capital)

JSIL believes that its human capital is one of the most valuable assets of the Company and the key to success. The company acknowledges the importance of having a competent and motivated workforce to create value for its shareholders and therefore, framed its Human Resources policies focusing on the following long-term objectives:

- Develop the highest caliber people in the right number.
- Ensure corporate culture fostering strong working relationships and competitiveness amongst the employees of JSIL.
- Improving the organization's relationship with its employees and the communication channels, leading to improved and informed decision making and operations through effective communication of goals and strategies.
- Provide a working environment conducive to professional development of employees and providing them with opportunities to build a long-term career in JSIL.
- Improving our ability to retain, motivate, develop and reward employees.

To provide JSIL with uniform rules in order to ensure equitable and consistent application of the policies and eliminate the need for personal decisions.

### EQUAL OPPORTUNITY EMPLOYER

JSIL is an equal-opportunity employer. All employees are treated on their merits, regardless of race, age, color, sex, religion, sect, relationship status or any other factor not applicable to the position. Employees are valued according to how well they perform their duties and their ability to maintain Company standards of service. JSIL aims to create a working environment that is free from discrimination and where all staff members are treated fairly and reasonably, that is, being just and working within commonly accepted rules, exercising sound judgment, and taking a sensible approach.



## LEARNING CULTURE

At its core, JSIL's strength lies in its valued people and a culture based on growth mindset. We have developed an environment which enables our people to learn, unlearn, relearn and grow. We believe potential can be nurtured with constant mentoring and is not pre-determined, and we should always be learning and curious in trying new things without fear of failure. JSIL ensures its achievement through firm commitment and flexible approach.

## OUR COMMITMENT AND APPROACH

At JSIL, we're focused on bringing out the best in people, supporting their goals, and allowing them to find deep meaning in their work. We strive to create a respectful, rewarding, diverse, and inclusive work environment that enables our employees to provide invaluable services that create difference in people lives.

## TRAINING AND DEVELOPMENT

Our growth mindset culture begins with valuing learning with applications over knowing, seeking out new ideas, embracing challenges, learning from failure, and improving over time. To support this culture, we offer a diverse range of learning and development opportunities. We believe training can be more than formal instructions, and our training philosophy focuses on providing the right learning, at the right time, in the right way. Opportunities include:

- New employee orientation covering a range of topics including company values, culture, and Standards of Business Conduct and processes.
- Training through practical assignments and activities.
- Regular sessions on product understanding, clients' needs and regulatory requirements.
- Preparation for the exam of regulatory certification required by Institute of Financial Markets of Pakistan.

## GROWTH OPPORTUNITY

The Company encourages existing employees for taking up high level of responsibilities i.e. internal promotions and focuses on enhancing their skill-set through relevant learning initiatives and on-the-job training in addition to providing them with competitive remuneration. It also helps the company transform existing talent into a competent workforce and become successor to take up more challenging roles/position in the Company.

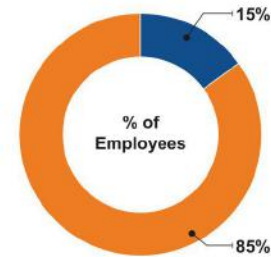
## HUMAN RESOURCE PLANNING, TALENT ACQUISITION & INDUCTION

JSIL management team engages into a vigorous HR planning exercise each year to ascertain the new hiring / skill-set requirement in consonance to the goals set out for the following year.

The Company aims to employ right person for the right job. JSIL ensures that the new employee is being equipped with the required set of knowledge and tools both technical as well as others to enable him/her settling down within the diverse culture / environment of the Company.

## WORKFORCE DIVERSITY

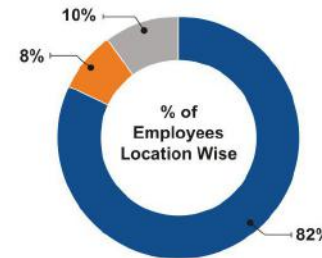
JSIL acknowledges the importance of workforce diversity in the workplace because it helps building a multitiered competitive environment, leading to achieve the desired results. The following composition of our diverse workforce reflects human resources belong to different gender, religion, age group, locations:



**TOTAL NUMBER OF EMPLOYEES 85**  
**2022**

**EMPLOYEES BREAKDOWN BY GENDER**

■ Female ■ Male



**EMPLOYEES BREAKDOWN BY LOCATION**

■ Head Office ■ IC-Islamabad  
■ IC-Lahore

## EMPLOYEES BREAKDOWN BY GENDER, MINORITY GROUP AND AGE GROUP

	Groups		Age Group		
	Muslim	Non Muslim	<30	30-50	>50
Male	79%	6%	13%	64%	8%
Female	13%	2%	6%	8%	1%

## EMPLOYEE ENGAGEMENT

At JSIL, we encourage greater employee engagement through various activities depending upon their function and level of involvement in achieving the Company's strategic objectives. Employees involved in business driving functions are encouraged to participate in the strategy formulation deliberation and its implementation and monthly meetings, whereas activities such as sports, annual dinners and picnics, Independence Day, New Year celebrations etc. are organized to keep the employees motivated and engaged.

## A DECENT AND PRODUCTIVE WORKPLACE

JSIL is committed to provide a decent and productive workplace to its employees. The company is located at the center of the city. The office is equipped with the latest furniture, lights, ambiance, provision of adequate work space, departmentalization, safety measures, accompanied with all necessary facilities such as Prayer Hall, Cafeteria, etc.

## EMPLOYEE BENEFITS

JSIL ensures to provide competitive benefits to its employees and makes consistent efforts in bringing improvements in its benefits structure from time to time. At present, the employees of JSIL enjoy a number of benefits which includes but not limited to:

### • MEDICAL BENEFITS

JSIL offers medical benefits to help employees in maintaining a high standard of physical fitness needed to perform their jobs. JSIL employees and their dependents are provided with health insurance coverage to facilitate their hospitalization needs and efforts are made to extend best possible support whenever needed.

### • LIFE INSURANCE AND PAY CONTINUATION PLAN

JSIL employees are covered under life insurance policy and in addition, they are also being covered under pay continuation plan which is a special benefit being offered whereby the beneficiary of the demised employee continues to receive the pay till next 5 to 10 years or retirement age whichever comes earlier.

### • LEAVES

JSIL recognizes the importance of self-renewal through recreation and rest to reduce stress around personal needs, and accordingly offers annual leaves, besides casual and sick leaves so as to enable the staff to contribute to JSIL's work at their highest level of competency and creativity.

### • LOANS FACILITY

JSIL acknowledges that there are situations in which the employee looks up for financial assistance and accordingly offers multiple loan facilities to extend necessary support to its employees.

### • RETIREMENT BENEFIT

JSIL recognizes the need of financial security after retirement and accordingly offers contributory provident fund scheme to its permanent employees.

## SUCCESSION PLANNING

JSIL recognizes that changes in management are inevitable hence, it is essential to establish a succession plan to provide continuity in leadership and avoid extended gaps in the key / critical positions. JSIL's succession plan is designed to identify and develop top potential talent for high-level management, key / critical positions that arise due to retirement, resignation, death or new business opportunities. JSIL Management ensures that the Departmental Heads' identify individuals in their area who demonstrate quality performance and have potential for further growth based on their performance reviews, relevant job competencies as defined in the current job description and the potential to assume higher responsibilities in the future. These individuals are especially coached and assessed for the training and development needs or any other job related assistance in order to prepare them for a challenging or an elevated role in the future.

## POLICY FOR ACTUAL AND PERCEIVED CONFLICT OF INTEREST

A formal code of conduct is in place that promotes ethical culture in the Company and prevents conflict of interest in capacity as member of the board. At the time of appointment, Directors are required to disclose the directorships or memberships they hold in other corporate bodies which are updated on quarterly basis. The Directors' of the Company recuses themselves from the meetings when the matters under discussion involve a conflict or potential conflict of interest with the activities of any undertaking in which they may hold a real or beneficial interest.

## POLICY FOR SECURITY CLEARANCE OF FOREIGN DIRECTORS

The Board of Directors of the Company consists of eight members and none of them is a foreign director. Hence, security clearance is not required. In case any foreign director is elected or appointed on the Board, the Company will obtain security clearance, at the time of appointment of such director, from the Ministry of Interior, Government of Pakistan.

## ISSUES RAISED IN LAST ANNUAL GENERAL MEETING (AGM)

The 27th AGM of the Company was held on April 11, 2022, attended by members of Board and Management. Queries and clarification related to Financial Statements were raised by the shareholders, which were answered to their satisfaction. Apart from queries and clarification, no issues or concerns were raised by any shareholder.



## CHAIRMAN'S REVIEW

I am pleased to report that in a year characterized by volatility, overheated domestic political situation, a balance of payment crisis and rapid Rupee devaluation due to rising commodity prices, JS Investments Limited has proved that the business model is a strong one, able to withstand huge market swings amidst great uncertainty.

During the year, the company achieved many remarkable milestones that have helped improve its market presence and increase customer engagement. The management quality rating from PACRA improved to AM2+, which is a testament to the improvements that we made this year and our commitment to providing high-quality services to customers. Additionally, several new and exciting products were launched during the year, including the JS Momentum Factor ETF, JS Microfinance Sector Fund, JS Government Securities Fund and JS Rental REIT Fund. Despite a very challenging economic environment our growth has significantly outpaced that of the industry. The Company achieved robust performance during the year wherein the AUMs almost doubled to PKR 44.4 billion as of December 31, 2022, posting a growth of 92% YoY.

The Board of JSIL regularly reviews the pillars that underpin JSIL's ability to generate long-term value, and our directors have played an integral role in helping us navigate our business through these economically challenging times. The diverse backgrounds of our directors also play a significant role in overseeing our business from various perspectives. We will continue to evolve our Board over time to reflect the breadth of our business and to guide us as we move forward in an ever-changing environment.

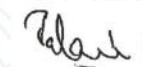
By investing in and operating our business for the benefit of all stakeholders, our stock has delivered over 150% in total return over the last ten years outperforming the KSE-100 index return by 15%. We will continue diversifying our investment platform, technology, and portfolio construction capabilities to differentiate ourselves as we look ahead. We will continue to live by our purpose, so we can help more and more people invest in their financial well-being.

Going forward, the company aims for sustainable growth in AUMs through the highest standards of service and technological tools in developing savings and investment solutions for meeting clients' expectations across asset classes. The company looks forward to building on the cost-efficient model to achieve profitability driven by technology, automation, improvements in data analytics and enhancement in customer experience. Optimizing organizational structure aligns with the aspirations of the Board and the shareholders.

As the Board Chairman, I thank all our members for their commitment and contribution. The Board has diligently performed its duties and responsibilities and contributed effectively in guiding the Company in its strategic affairs. The Board shall continue to play a vital role in setting the course of the Company, promoting its success and performance and guiding the management to conduct operations in conformity with the strategies approved by the Board while upholding the principles of good corporate governance. I will remain firmly committed to ensuring that the Company complies with all the relevant provisions of the Code and other regulations and that our management team continues to make decisions that will create value for you in the short, medium, and long term.

I would like to acknowledge the support received by the Company from the Securities & Exchange Commission of Pakistan. Further, other key stakeholders who deserve appreciation are the dedicated staff of JS Investments, unitholders who entrusted us with their savings, and our shareholders for their continued support and confidence.

Karachi  
February 24, 2023

  
**Suleman Lalani**  
Chairman

**MR. SULEMAN LALANI**  
CHAIRMAN | JS INVESTMENTS



## DIRECTORS' REPORT TO THE SHAREHOLDERS

We are pleased to present the audited financial statements and auditors' report of JS Investments Limited (JSIL) for the year ending December 31, 2022.

### PRINCIPAL BUSINESS

JSIL, a publicly listed company, was incorporated in Pakistan in 1995. The company operates under the licenses of Investment Advisory, Asset Management Company, Pension Funds Manager, REIT Management Services, and Private Equity and Venture Capital Fund Management. Under applicable laws, all licenses were obtained from the Securities and Exchange Commission of Pakistan (SECP).

### ECONOMIC REVIEW

The year 2022 has been marked by several challenges both on the international and domestic fronts. The successive flow of events post-pandemic is unique and unprecedented and does not provide any opportunity for relief. While the commodity super-cycle seems to have abated, the second-round impacts still reverberate across global economies. The unrelenting inflationary trend is the biggest issue for policymakers in these extreme testing times.

The country's macroeconomic situation significantly deteriorated during CY22 in the context of both fiscal and external accounts. This eventually led to a sharp uptick in interest rates and exerted extreme pressure on Pak Rupee. Headline CPI skyrocketed to 19.7% YoY (25.1% YoY in the second half) during CY22, compared to 9.5% YoY in the previous year.

In the wake of heightened uncertainty, the government's efforts finally gained traction following the resumption of the IMF program in 3QCY22. Due to a lack of continuity in the reform process, the risks that should have been mitigated became more acute. As a result, most of the burden of corrective measures fell squarely on the monetary policy, which reacted by raising the policy rate by a staggering 625 basis points during the year closing at 16%.

Amid the political and economic indecision, the one issue that has festered over the year and reached desperate proportions towards the end of 2022 is the balance of payments crisis. The dollar shortage has crippled the economy and stalled activity in the import-dependent manufacturing sector and auxiliary industries.

A contractionary economic policy emerges as the only plausible route for 2023, spearheaded by IMF's conditions. Reforms are the surest path for sustainability and preferably, on an expedited basis.

### EQUITY MARKET PERFORMANCE:

The equity index posted a dismal performance during CY 2022, closing at 40,420 points (down -9.4% YoY). Investors remained cautious amid a highly uncertain economic and political environment, and this was reflected via lackluster activity at the local bourse as average traded volumes dipped by 52%. Similarly, the average daily traded value shrank by 67% in USD.

On a sector-wise basis, the major negative contributing sectors were Banks (1,856pts), Cements (1,386pts), Pharmaceuticals (495pts), Engineering (310pts), and Food and Personal Care Products (296pts). Key gainers comprised Fertilizer (500pts), Power Generation and Distribution (310pts), Technology and Communication (283pts), Oil and Gas Exploration (219pts), and Chemical (106pts). Scrip-wise positive contributors were Systems Limited (465pts), given organic sales growth and USD appreciation, Pakistan Oil Fields Limited (342pts) on account of high international oil prices, and the Hub Power Company Limited (336pts) owing to robust payout.

Meanwhile, negative contributors were Habib Bank Limited (-850pts), Lucky Cement Limited (-661pts), and The Searle Company Limited (-250pts).

Dollar inflows/revival of the stalled IMF program and political stability are the key drivers of equity market performance during 2023.

### MONEY MARKET PERFORMANCE:

The SBP raised the policy rate sharply by 625bps to 16.0% in CY22 to curb twin deficits and high inflation readings. During the period, SBP borrowed funds worth PKR 19.5 trillion in the T-bill auctions against a target of PKR 19.7 trillion, while the bidding pattern remained skewed towards the 3-month tenor. Furthermore, SBP raised PKR 2.1 trillion in the fixed rate PIB auctions against a target of PKR 1.7 trillion during the same period. Given a true reflection of a yield curve inversion, the secondary market yields for 3M increased by 633bps to 16.69%, whereas the 3-year PKRV slid by 420bps to 15.64%. Investor interest remained primarily towards shorter tenor papers avoiding the duration risk amid a contractionary monetary stance.

This trend is expected to continue until there are clear signals of inflation cooling off, emboldening SBP to arrest their interest rate hikes that dominated in recent months. In 2023, monetary policy will most likely remain highly linked with the external account situation.

### THE ASSET MANAGEMENT INDUSTRY

At the end of CY22, Assets Under Management (AUM) of the mutual fund industry stood at Rs. 1.58 trillion (excluding Fund of Funds structures), showing a growth of 40% (Rs. 446.5 billion) from the December 2021 level of Rs. 1.13 trillion. AUMs of conventional schemes grew by 32% to reach Rs. 914 billion (excluding Fund of Funds structures) at the end of the year. AUMs of Shariah-compliant schemes grew by 51% to reach Rs. 661 billion (excluding Fund of Funds structures).

During 2022, the mutual fund industry witnessed inflows solely in fixed-income funds due to spiking yields, amounting to approximately PKR 400 billion, almost equally placed in Conventional and Shariah-Compliant categories. Equity funds saw net outflows of approximately PKR 45 billion during the year. A similar trend is expected to prevail, where fixed-income funds will continue to attract investor flows.

### PRINCIPAL RISKS and UNCERTAINTIES

Key sources of uncertainty emanating from the challenging environment the company operates in pose political, social, technological, economic and/or legal risk factors. JSIL's management has performed a full and systemic review of those risks that could affect the company's performance, prospects, reputation, or ability to deliver on its commitments. JSIL's overall risk management program focuses on the unpredictability of financial markets arising from those risk factors and seeks to minimize potential adverse effects on its financial performance.

Assets under management (AUM) of the asset management industry showed promising growth in FY22 and crossed Rs.1.58 trillion. Due to the risk-averse stance of many corporates amid rising fixed-income yields, AUMs in this asset class showed promising growth. However, the retail mutual fund penetration in Pakistan remains very low. In addition to increasing awareness, the government is encouraging Asset Management Companies (AMCs) to enhance access to mutual funds to a broader geographical reach by leveraging technology. As a result, asset management companies are upgrading their existing unit management systems and sales processes to enable digital onboarding for their clients and accelerate client acquisition. Concurrently, the government is also cautious on issues relating to 'Know Your Customer (KYC) requirements to cope with 'Anti Money Laundering' (AML) and 'Combating the Financing of Terrorism (CFT), which puts high regulatory responsibility on AMCs to perform Customer Due Diligence (CDD) diligently. JSIL is committed to ensuring compliance with these regulations.

### PERFORMANCE REVIEW

JSIL posted a net after-tax loss of PKR 149.05 million (LPS of PKR 2.41) for the year ended December 31, 2022, compared to a loss of PKR 300.08 million (LPS of 4.86 PKR) for the period ended December 31, 2021.

The AUMs (including SMAs and REIT but excluding FoF) have shown significant growth to close at PKR 44.4 billion as of December 31, 2022, as compared to PKR 24.167 billion as of December 31, 2021; the increase in AUMs has started to translate into higher revenues, particularly in the second half of 2022, where management fees including commissions on the sale of open-end funds recorded a growth of 13% as compared to the same period last year. We expect that the continuation of this growth and the stability of our portfolio invested in fixed-income funds at attractive rates will henceforth improve our bottom line results.



## MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the company occurred during the period to which the balance sheet relates and the date of this report.

## FUTURE OUTLOOK

With the pandemic in the rear-view mirror, 2022 has been startling in scope and scale. Despite much liquidity flowing into the industry, we are now operating in an unprecedentedly challenging macroeconomic environment. While this puts the managers' skills to the test to navigate markets, JS Investments will continue to fulfill its fiduciary duty and work for the financial security of its unitholders. With an agile mindset, this remains the core element of our business model, in which understanding client needs holistically and diligently holds the most relevance. A continuous drive towards ESG and sustainability commitments will also weigh in on our investment processes and the subsequent risk/ return analysis.

As the inflationary environment and market volatility raise concerns amongst investors, they must extend their universe across a broad range of classes and act nimbly amidst the evolving market conditions over time. In that pursuit, we look forward to remaining their trusted partners by offering optimal investment solutions and a diversified product suite. We also aim to rigorously tap into new cities and expand our reach through innovative marketing strategies. Our highly dedicated team of professionals will continue to identify the best investment ideas and provide long-term solid returns. Moreover, we would continue to explore opportunities to enhance customer experience through improved technology and data analytics, wherein we have developed in-house expertise in building business intelligence platforms.

## SIGNIFICANT EVENTS DURING THE REPORTING PERIOD

During the year, the Company focused on further diversifying its product suite and continued its product innovation tradition. JS Momentum Factor Exchange Traded Fund (JSMFETF) was launched in January 2022 as the first smart beta ETF in Pakistan, which focuses on PSX large and medium-capitalization stocks exhibiting relatively higher price momentum. As another first, JS Microfinance Sector Fund (JSMFSF) was launched in May 2022 and aims to provide income enhancement by investing in prime quality microfinance sector products. JS Government Securities Fund (JSGSF) was launched in July 2022 to generate competitive returns with low risk by primarily investing in Government Securities. JS Rental REIT (JSRR) was launched in June 2022 to invest in REIT projects directly or through the special purpose vehicle (SPV) to generate income/returns for unit holders.

## CORPORATE GOVERNANCE AND FINANCIAL REPORTING FRAMEWORK

The Directors are pleased to state as under:

- The financial statements, prepared by the management of JSIL present fairly the state of affairs, results of its operations, cash flows, and changes in equity;
- Proper books of account have been maintained by JSIL;
- Appropriate accounting policies have been consistently applied in the preparation of financial statements and financial estimates are based on reasonable and prudent judgment;
- International Financial Reporting Standards (IFRS), as applicable in Pakistan have been followed in the preparation of the financial statements, and any departures therefrom have been adequately disclosed and explained;
- The system of internal controls is sound in design and has been effectively implemented and monitored;
- There are no significant doubts about JSIL's ability to continue as a going concern;
- There has been no material departure from the best practices of Corporate Governance as contained in Listed Companies (Code of Corporate Governance) Regulations, 2019;
- A summary of key financial data of the last six years is given in this Annual Report;
- Outstanding taxes, duties, levies, and charges have been fully disclosed in the annexed audited financial statements;
- JSIL keeps an effective and efficient internal financial controls system that remains active through consistent innovation and monitoring. The internal audit and compliance functions of JSIL evaluate the financial controls and ensure that there is an effective control environment throughout the company. Based on the evaluation processes, the BoD considers that the existing internal financial control system is adequate and has been effectively implemented;
- The Code of Conduct has been disseminated throughout JSIL along with supporting policies and procedures and
- The value of investments of the Staff Provident Fund of JSIL of June 30, 2022, was Rs. 7.56 million.

## CORPORATE AFFAIRS

The following directors served on the board during the year:

Mr. Suleman Lalani	Chairman, Non-executive Director
Mr. Iffat Zehra Mankani	Chief Executive Officer
Mr. Hasan Shahid	Non-executive Director
Mr. Mirza M. Sadeed H. Barlas	Non-executive Director
Mr. Atif Salim Malik	Non-executive Director
Ms. Aisha Fariel Salahuddin	Independent, Non-executive Director
Ms. Mediha Kamal Afsar	Independent, Non-executive Director
Mr. Farooq Ahmed Malik	Independent, Non-executive Director
Mr. Zahid Ullah Khan	Retired
Mr. Imran Haleem Shaikh	Retired
Mr. Asif Reza Sana	Retired

## Composition of the Board of Directors

The composition of the Board of Directors is governed by requirements of the Companies Act 2017, Code of Corporate Governance, and other best practices adopted under the Articles of Association of the Company.

JS Investments Limited has a balanced Board; a diverse group of highly qualified professionals having an appropriate mix of core competencies, diversity, requisite skills, knowledge, and experience. This diversity ensures that all relevant perspectives are represented in decision-making.

At present, the board of the Company comprises of 8 directors (including the CEO who is deemed a director). The composition of the board is given below:

Executive Female Director - CEO	01
Non-executive Director	04
Independent / Non-executive Directors [including two female directors]	03

## Independent Directors and justification for their independence

The Listed Companies (Code of Corporate Governance) Regulations, 2019 in Regulation 6 makes it mandatory that each Listed Company shall have at least two or one-third of the Board, whichever is higher, as independent directors.

Section 166 of the Companies Act, 2017 requires that an independent director to be appointed shall be selected from a data bank maintained by the Pakistan Institute of Corporate Governance - an institute notified by the Commission.

## ELECTION OF DIRECTORS

The Election of Directors of the Company was held in an Extraordinary General Meeting of the members on December 28, 2022. The following persons were elected unopposed as directors of the company for the next tenure.

Mr. Suleman Lalani	Non-executive Director
Mr. Hasan Shahid	Non-executive Director
Mirza M. Sadeed Hassan Barlas	Non-executive Director
Mr. Atif Salim Malik	Non-executive Director
Ms. Aisha Fariel Salahuddin	Independent, Non-executive Director
Ms. Mediha Kamal Afsar	Independent, Non-executive Director
Mr. Farooq Ahmed Malik	Independent, Non-executive Director

The positions of the Chairperson and the Chief Executive Officer are kept separate in line with the best governance practices and the Chairperson has been elected from among the Non-executive Directors. The Board has established a separate Audit committee and Human Resource & Remuneration committee to assist the Board in the performance of its functions. Further, none of the directors hold directorship of more than seven listed companies.

## MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at least once every quarter. During the year, four meetings of the Board of Directors were held; notices /agendas of each were circulated in advance, in a timely manner. Decisions made during the meetings were clearly stated in the minutes of the meetings maintained by the Company Secretary, duly circulated to all directors for endorsement, and were approved in the subsequent Board meetings.

During the year four meetings of the Board of Directors were held. The attendance of each director for these meetings is as follows

Name	Meetings attended
Mr. Suleman Lalani	3
Mr. Iffat Zehra Mankani	4
Mr. Hasan Shahid	4
Mr. Mirza M. Sadeed H. Barlas	4
Mr. Atif Salim Malik*	-
Mr. Zahid Ullah Khan	4
Mr. Imran Haleem Shaikh	4
Ms. Aisha Fariel Salahuddin	3
Ms. Mediha Kamal Afsar*	-
Mr. Farooq Ahmed Malik*	-
Mr. Asif Reza Sana	2

\* Elected on December 28, 2022.

The leave of absence was granted to the Directors who could not attend the meeting due to their preoccupation.

## BOARD MEETINGS HELD OUTSIDE PAKISTAN

During the year 2022, all the board meetings were convened in Pakistan.

## BOARD COMMITTEES

The Board has delegated certain responsibilities to its Committees. The Committees operate under Board's approved Terms of References (TORs); are responsible for review of relevant matters and making recommendations to the Board.

## MEETINGS OF THE BOARD AUDIT COMMITTEE

As per the requirements of the Code of Corporate Governance, the Board Audit Committee comprises non-executive directors with Chairman being an Independent Director. During the year, four meetings of the Board Audit Committee were held. The attendance of Directors at the Committee's meetings was as follows:

Name	Meetings attended
Mr. Asif Reza Sana	1
Ms. Aisha Fariel Salahuddin	4
Mr. Hasan Shahid	4
Ms. Mediha Kamal Afsar*	-
Mirza M. Sadeed H. Barlas*	-

\* Became member of the committee after the election of Directors held on December 28, 2022.

Against all absences, leave of absence was duly granted by the Committee

## MEETINGS OF THE HUMAN RESOURCES AND REMUNERATION COMMITTEE

The Human Resource and Remuneration Committee is responsible for the formulation and regular review of the Human Resources policies of the Company. It assists the Board in matters dealing with selection, evaluation, and compensation of senior officers including the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Company Secretary, and Chief Investment Officer. It also recommends succession planning of these officers.

The Committee consists of non-executive directors with Chairman being an Independent Director. During the year, one meeting of the Committee was held. The attendance of the Directors at the committee's meetings was as follows:

Name	Meetings attended
Ms. Aisha Fariel Salahuddin	1
Mr. Suleman Lalani	1
Ms. Iffat Zehra Mankani	1



## MEETINGS OF THE EXECUTIVE RISK MANAGEMENT COMMITTEE

The Executive Risk Management Committee consists of executive and non-executive directors. During the year, four meetings of the Executive Risk Management Committee were held. The attendance of the Directors at the meetings was as follows:

Name	Meetings attended
Mr. Suleman Lalani	4
Mr. Imran Haleem Shaikh	2
Ms. Iffat Zehra Mankani	4
Mr. Atif Salim Malik*	-

\* Elected as Director on December 28, 2022.

The terms of reference of the Committees have been formulated, documented, and advised to the Committees for compliance.

## DIRECTORS' TRAINING PROGRAM

The Company adopts a keen interest in the professional development of its Board members as per the requirements of the Code of Corporate Governance. Five out of the eight Directors of the newly appointed Board are certified under the Directors Training Program (DTP).

## DIRECTORS' REMUNERATION POLICY

The remuneration of the Board members is approved by the Board itself. However, in accordance with the Code of Corporate Governance Regulations, 2019, it is ensured that no Director takes part in deciding his own remuneration. The company does not pay remuneration to non-executive directors except fees for attending the meetings. The company's remuneration policies are structured in line with prevailing CCG Regulations and Section 227 of the Companies Act, 2017. For information on the remuneration of Directors and CEO in 2022-23, please refer to Note 31 to the Financial Statements.

## PERFORMANCE EVALUATION OF THE CHAIRMAN, BOARD MEMBERS, BOARD COMMITTEES AND CEO

The Board considers its performance assessment as a key contributor to good governance, as it provides feedback from the Directors on their perceptions of how the Board is currently performing its role and responsibilities. Envisaging the same, the Board devised in-house questionnaires based on emerging and leading practices to assist the performance of the board as a whole, of its committees, and of its members. The performance of the Chairman, board members, board committee, and CEO was evaluated and during the meeting, various points were explained by the Secretary.

## DISCLOSURE OF INTEREST BY DIRECTORS

No trades in JSIL shares have been carried out by the Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary, executives, their spouses, and minor children during 2022.

## PARENT COMPANY

JS Bank Limited, the holding company of JS Investments Limited, holds 84.56% of the equity.

## EARNING PER SHARE

The loss per share of JSIL for the year is Rs. 2.41.

## PATTERN OF SHAREHOLDING

A statement showing the pattern of shareholding in JSIL and additional information as of December 31, 2022, is provided in this Annual Report.

## RELATED PARTY TRANSACTIONS

Related party transactions are disclosed at Note 32 to the audited financial statements for the year ended December 31, 2022.

## DIVIDEND

As the company has incurred a loss for the year, the Board of Directors has opted not to declare a dividend for the year ended December 2022.

## EXTERNAL AUDIT

The Board of Directors, on recommendations of the Audit Committee, has proposed the re-appointment of M/s. KPMG Taseer Hadi and Co, Chartered Accountants for the ensuing year ending December 31, 2023.

## ASSET MANAGER AND ENTITY RATING

'Pakistan Credit Rating Agency Limited (PACRA) has assigned JS Investments Limited a rating of 'AM2+' with 'stable outlook' dated December 27, 2022, which is an improvement from the previous rating of AM2 with 'positive outlook.' The rating denotes high management quality.

## ACKNOWLEDGMENT

The Directors express their gratitude to the Securities and Exchange Commission of Pakistan and the Trustees of Funds under its management for their valuable support, assistance, and guidance. The Board also appreciates the employees of JSIL for their dedication and hard work and the shareholders for their confidence in the management.

On behalf of the Board



Director



Chief Executive Officer

February 24, 2023  
Karachi

## جیزمین کا جائزہ

میں بیٹتا ہے جوئے انتہائی ضروریوں کے ایک ایسے سال میں جہاں اتار چڑھاؤ، ہنگامی اندرونی سیاسی حالات، ادائیگیوں کے توازن کا بحران اور اجناس کی بڑھتی ہوئی قیمتوں کی وجہ سے روپے کی قدر میں تیزی سے کمی ہوئی ہے۔ اسے انویسٹمنٹس لمیٹڈ نے ثابت کیا ہے کہ اس کا کاروباری ڈھانچہ ایک مضبوط اور پائیدار ہے جو بڑی غیر یقینی صورتحال کے درمیان مارکیٹ میں ہونے والی حرکت کا مقابلہ کرنے کی صلاحیت رکھتا ہے۔

سال کے دوران کمپنی نے کئی نمایاں سنگ میل عبور کئے جس سے اس کی مارکیٹ میں موجودگی اور کسٹمرز کی شمولیت میں اضافہ ہوا۔ PACRA کی جانب سے منجست کو ایٹمی رینٹنگ بہتری کے بعد AM2+ ہوگئی ہے جو ہماری بہتر کارکردگی اور صارفین کو معیاری خدمات فراہم کرنے کا ثبوت ہے۔ مزید برآں، سال کے دوران متعدد پی او ایچس، ڈائریکشنل شراکتیں کرائی گئیں، جن میں JS مونیٹری فنانسنگ ٹرانسفر (JSMFETF)، JS، مانیٹری فنانسنگ ٹرانسفر (JSMFSF)، JS، گورنمنٹ سکیورٹیز ٹرنڈ (JSGSF) اور JS، ریشل آری آئی ٹی ٹرنڈ (JSRRF) شامل ہیں۔ ایک مشکل اقتصادی ماحول کے باوجود ملکی سطح پر جاری ترقی نمایاں طور پر بہتر رہی۔ کمپنی نے سال کے دوران بھر پور کارکردگی دکھائی جبکہ AUMs 31 دسمبر 2022 کو تقریباً دو گئے ہو کر 44.4 بلین روپے ہو گئے، یعنی 92% سال بہ سال اضافہ درج کروایا۔

JSIL کا پورڈ باقاعدگی کے ساتھ ان ستونوں کا جائزہ لیتا ہے جو کمپنی کی طویل مدت کی قدر کو بڑھانے میں معاون ہیں اور ہمارے ڈائریکٹرز نے معاشی مشکلات کے خلیجنگ دور میں کاروبار کو آگے بڑھانے میں اہم کردار ادا کیا۔ ہمارے ڈائریکٹرز کے مندرجہ ذیل کے پس منظر نے بھی ہمارے کاروبار کی مختلف پہلوؤں سے نگرانی کرنے میں نمایاں کردار ادا کیا۔ ہم اپنے کاروبار کو متوقع تر کرنے اور ہمیشہ بدلے ہوئے ماحول میں آگے بڑھتے ہوئے رہنمائی کے لئے وقت کے ساتھ ساتھ اپنے پورڈ کے ارتقا کا مکمل جاری رکھیں گے۔

اپنے تمام اسٹیک ہولڈرز کے فائدے کیلئے اپنے کاروبار میں سرمایہ کاری اور آپریشن کرنے سے گزشتہ دس سال میں ہمارے اسٹاک میں 150% سے زیادہ اضافہ ہوا اور گزشتہ دس سال کے عرصے میں KE-100 اسٹاکس میں 15% سے زیادہ مدتی کی غیر معمولی کارکردگی نظر آئی۔ ہم خود کو دوسروں سے ممتاز کرنے کیلئے سرمایہ کاری کے پلٹ فارم، دیکھنا کوئی اور پورٹ فولیو کی تبادلی کی صلاحیتوں کو متفرق کرنے کا مکمل جاری رکھیں گے۔ ہم اپنے مقصد کے مطابق زندگی بسر کرتے رہیں گے تاکہ ہم زیادہ سے زیادہ لوگوں کو ان کی مالی تلاش و بہبود میں سرمایہ کاری کرنے میں مدد کر سکیں۔

آگے بڑھتے ہوئے، کمپنی AUMs میں مستحکم اضافہ کا مقصد رکھتی ہے جو اعلیٰ ترین معیار کی خدمات اور تکنیکی آلات کے ذریعے پچھتے اور سرمایہ کاری کے عمل تیار کرنے کا کارآمد جات کے دور میں صارفین کی توقعات کو پورا کیا جاسکے۔ کمپنی ٹیکنالوجی، آڈیویشن، ڈیٹا اینالیٹکس میں بہتری اور صارف کے تجربے میں اضافے کے ذریعے منافع حاصل کرنے کے لیے موثر آلات کے ماڈل کی تعمیر کی منتظر ہے۔ تحقیقی ڈھانچے کو بہتر بنانا، پورڈ اور ڈیٹریٹرز ہولڈرز کی انگلیوں کے ساتھ مطابقت رکھتا ہے۔

پورڈ کے جیزمین کی حیثیت سے میں اپنے تمام مہبران کان کے عزم اور تعاون کے لیے مشکور ہوں۔ پورڈ نے اپنے فرائض اور ذمہ داریوں کو تندی سے انجام دیا ہے اور اسٹرٹیجک امور میں کمپنی کی رہنمائی میں موثر کردار ادا کیا ہے۔ پورڈ کمپنی کی ترقی کا سہارا بننے کے لیے اپنے اہم کردار ادا کرتا رہے گا اور اچھی کارپوریٹ گورننس کے اصولوں کی پیروی میں پورڈ کی مشکور کردہ کھت عملی کے مطابق کاروباری عمل کی انجام دہی کیلئے انتظامیہ کو رہنمائی فراہم کرتا رہے گا۔ میرا پختہ عزم ہے کہ کمپنی کو ذریعہ تمام متعلقہ پروڈیون پر عمل درآمد کی یقینی کو یقینی بنایا جائے اور ہماری انتظامیہ کی ہم ایسے فیصلے کرے جو آپ کیلئے فیصلے، درمیانی اور طویل مدت کیلئے فائدہ مند ہوں۔

میں کمپنی کو سکیورٹیز ریٹیز اینڈ ایکسیچینج کمیشن آف پاکستان (SECP) کی طرف سے موصول ہونے والی معاونت پر اپنی تحسین کا اظہار کرتے ہوئے خوش ہوں۔ اس کے علاوہ، تعریف کے مستحق دوسرے کابینہ اسٹیک ہولڈرز ہیں جنہیں انویسٹمنٹس لمیٹڈ کے پرنسپل اسٹاک، پونٹ ہولڈرز جو اپنی بیوروکریسی سے ہم پر بھروسہ کرتے ہیں اور ہمارے ڈیٹریٹرز ہولڈرز جو ہمارے ساتھ مسلسل تعاون اور اعتماد کرتے ہیں۔

سید سلمان  
سید سلمان  
جیزمین

کراچی  
24 فروری 2023

## جے ایس انویسٹمنٹس لمیٹڈ

### شراکت داروں کے لیے ڈائریکٹرز رپورٹ برائے مختتمہ سال 31 دسمبر 2022

ہم 31 دسمبر 2022 کو قلم ہونے والے سال کے لیے جے ایس انویسٹمنٹس لمیٹڈ (JSIL) کے آڈٹ شدہ مالیاتی گوشوارے اور آڈیٹرز رپورٹ پیش کرتے ہوئے مسرت محسوس کرتے ہیں۔

### مرکزی کاروبار

JSIL 1995 میں پاکستان میں قائم شدہ ایک پبلک لسڈ کمپنی ہے۔ کمپنی مندرجہ ذیل لائسنسز کے تحت کام کرتی ہے: انویسٹمنٹ ایڈوائزری، ایسیٹ منجمنٹ کمپنی، منجمنٹ فنانس، REIT منجمنٹ سروسز، اور پرائیویٹ ایکویٹی اینڈ وینچر کیوئل فنانس منجمنٹ۔ تمام لائسنسز سکیورٹیز اینڈ ایکسیچینج کمیشن آف پاکستان (SECP) سے قابل اطلاق قوانین کے تحت حاصل شدہ ہیں۔

### معیشیت

سال 2022 کو بین الاقوامی اور ملکی دونوں محاذوں پر متعدد چیلنجوں کا سامنا کرنا پڑا۔ واپائی امراض کے بعد واقعات کا یکے بعد دیگرے بہاؤ غیر معمولی اور عجیب ہے اور مہلت کا کوئی موقع فراہم نہیں کرتا ہے۔ جبکہ معلوم ہوتا ہے کہ اشیاء کی قیمتوں میں حدود درجہ اضافے کا سلسلہ کم ہو گیا ہے؛ مگر اس کے دوسرے دور کے اثرات اور باقیات ابھی بھی دنیا کی معیشتوں میں باقی ہیں۔ اس کے لئے امتحان کے دور میں پالیسی سازوں کیلئے شدید ترین افراط زر کا رجحان سب سے بڑا مسئلہ ہے۔

مالیاتی اور بیرونی کھاتوں کے تناظر میں مالی سال 2022 کے دوران ملک کی سیکرڈا کنک صورتحال نمایاں طور پر خراب ہوئی۔ آخر کار اس کے نتیجے میں شرح سود میں تیزی سے اضافہ ہوا اور پاکستانی روپے پر شدید پڑاؤ۔ کلینڈر سال 2022 کے دوران ہینڈ لائن افراط زر کی شرح (CPI) 19.7% سال بہ سال (دوسری ششماہی میں 25.1% سال بہ سال) کی بلند ترین سطح پر پہنچ گئی، جو گزشتہ سال 9.5% سال بہ سال تھی۔

سے یقینی کی بڑھتی ہوئی صورتحال میں، کلینڈر سال 2022 کی تیسری سہ ماہی میں آئی ایم ایف (IMF) پروگرام کے دوبارہ شروع ہونے کے بعد آخر کار حکومت کی کوششوں کو بالآخر تقویت ملی۔ اصلاحاتی عمل میں تسلسل کے فقدان کی وجہ سے جن خطرات کو کم کیا جاتا چاہیے تھا وہ خدشات ختم ہونے کی بجائے مزید شدت اختیار کر گئے۔ نتیجتاً اصلاحاتی اقدامات کا زیادہ تر بوجھ مالی پالیسی پر پڑا، جس نے رد عمل کے طور پر سال کے دوران پالیسی کی شرح میں 625 پوائنٹس کا حیران کن اضافہ ہوا اور یہ شرح 16% کی حد تک پہنچی۔ سیاسی اور معاشی عدم فیصلے کے درمیان، ایک مسئلہ جو سال کے گزرنے کے ساتھ مزید خراب ہو گیا اور 2022 کے آخر میں مایوسی کی حد تک پہنچ گیا وہ ادائیگیوں کے توازن کا بحران ہے۔ ڈالر کی قلت نے معیشت کو پانچ کروڑ روپہ درآمدات پر مبنی مینوفیکچرنگ کے شعبے اور اس سے جڑی صنعتوں کی سرگرمیوں کو متاثر کر دیا۔

ایک مختصر معاشی پالیسی 2023 کیلئے ایک قابل فہم راستے کے طور پر سامنے آئی جو آئی ایم ایف کی شرائط میں سب سے پہلی شرط تھی۔ تیزی کی بنیاد پر کی جانے والی اصلاحات استحکام اور ترقی جیٹا کیلئے سب سے یقینی طریقہ ہیں۔

### ایکیویٹی مارکیٹ کی کارکردگی

کلینڈر سال 2022 کے دوران ایکویٹی اینڈیکس نے مایوس کن کارکردگی کا مظاہرہ کیا اور 40,420 پوائنٹس (-9.4%) کی سال بہ سال پر بند ہوا۔ ایک انتہائی غیر یقینی معاشی اور سیاسی ماحول میں سرمایہ کا مضبوط رہے جس کی جھلک مقامی صارف بازار میں کمزور سرگرمی سے ہوئی جس سے وسط تجارتی حجم میں 52% کمی دیکھنے میں آئی۔ اسی طرح امریکی ڈالر میں روزانہ کی اوسط تجارت کا حجم بھی 67% تک کم ہو گیا۔

شعبہ دار بنیاد پر، ٹیکس (1,856 پوائنٹس)، سینٹ (1,386 پوائنٹس)، فارماسیوٹیکل (495 پوائنٹس)، انجینئرنگ (310 پوائنٹس) اور فوڈ اینڈ پوسٹل



کیئرپرائڈکٹس (296 پوائنٹس) سب سے زیادہ منفی کردار ادا کرنے والے شعبے تھے۔ فریڈا نیوزز (500 پوائنٹس)، پاور جرنلزم اینڈ ڈسٹریبیوٹن (310 پوائنٹس)، ٹیکنالوجی اور مواصلات (283 پوائنٹس)، آئل اینڈ گیس ایکسپلوریشن (219 پوائنٹس) اور ٹیکسٹائل (106 پوائنٹس) کلیدی فائدہ اٹھانے والے شعبوں میں شامل تھے۔ آرتھیک سٹیل اور امریکی ڈالر کی قدر میں اضافے کے باعث سٹیل اینڈ سٹیم (465 پوائنٹس)، بین الاقوامی سطح پر تیل کی اونچے قیمتوں کی وجہ سے پاکستان آئل فیلڈز لمیٹڈ (342 پوائنٹس) اور برآمداتی ٹیکس کی وجہ سے جب پاور کمپنی لمیٹڈ (336 پوائنٹس) حصص کے لحاظ سے مثبت حصہ دار رہے۔ اس دوران حبیب بینک لمیٹڈ (~850 پوائنٹس)، الکی سینٹ لمیٹڈ (~661 پوائنٹس) اور سرل کمپنی لمیٹڈ (~250 پوائنٹس) منفی حصہ دار تھے۔ 2023 کے دوران ڈالر کا اندرونی بہاؤ اڑکے ہوئے IMF پروگرام کی بحالی اور سیاسی استحکام کی یو این مارکیٹ کی کارکردگی میں کلیدی حیثیت رکھتے ہیں۔

### منی مارکیٹ کی کارکردگی

کلینڈر سال 2022 کے دوران اسٹیٹ بینک آف پاکستان (SBP) نے پالیسی ریش کو 625 بیس پوائنٹس سے بڑھا کر 16.0% کر دیا تاکہ دوہرے خسارے اور افراط زر کی بلند شرح پر قابو پایا جاسکے۔ اس مدت کے دوران اسٹیٹ بینک نے ٹریڈری بل کی نیلامی میں 19.7 ٹریلین روپے کے ہدف کے مقابلے میں 19.5 ٹریلین روپے کے فنڈز کا قرض لیا، جبکہ بولی لگانے کا طریقہ کار 3 ماہ کی مدت کی طرف متوجہ رہا۔ مزید برآں SBP نے اسی مدت کے دوران 1.7 ٹریلین روپے کے ہدف کے مقابلے میں فیکسڈ ریٹ PIB کی نیلامی میں 2.1 ٹریلین روپے جمع کیے۔ پیداوار کی منفی قوتوں کی حقیقی عکاسی کے پیش نظر، ماہ 3 کے لیے نئی مارکیٹ کی پیداوار 633 بیس پوائنٹس سے 16.69% تک بڑھ گئی، جبکہ 3 سالہ PKRV 420 بیس پوائنٹس سے 15.64% تک کم ہو گئی۔ مختصر مائٹری عرصے کے درمیان ابتدائی طور پر سرمایہ کاروں کی دلچسپی مختصر مدت کے سہجہ ز پروری اور لمبی مدت کے خدشہ سے گریز کیا گیا۔

اس رجحان کے جاری رہنے کی توقع ہے تاہم، افراط زر کی صورتحال میں ٹھہراؤ آنے کی واضح علامات ظاہر نہ ہوں، جس سے اسٹیٹ بینک آف پاکستان کی شرح سود میں اضافے کو روکنے کی حوصلہ افزائی ہو جو انہیں میں حاوی آتی جا رہی ہے۔ 2023 میں زری پالیسی نمائندہ طور پر بیرونی کھاتوں کی صورتحال کے ساتھ منسلک رہے گی۔

### ایسیٹ مینجمنٹ انڈسٹری

کلینڈر سال 2022 کے اختتام پر میوچل فنڈ انڈسٹری کے زیر انتظام اثاثے جات (AUM) 1.58 ٹریلین روپے رہی (علاوہ فنڈز آف اسٹریٹجز) 40% کا اضافہ 446.9 ٹریلین روپے (دسمبر 2021 کی سطح 1.13 ٹریلین روپے)۔ کنوینشنل اسکیم کے AUM نے 32% کا اضافہ ظاہر کیا جو کہ اس سال کے اختتام پر 914 ٹریلین روپے (علاوہ فنڈز آف اسٹریٹجز) تک پہنچ گیا۔ جبکہ شریعہ کمپلائنس اسکیم کے AUM میں 51% کا اضافہ ہوا جو 661 ٹریلین روپے (علاوہ فنڈز آف اسٹریٹجز) تک پہنچ گیا ہے۔

سال 2022 کے دوران میوچل فنڈ انڈسٹری میں بڑھتی ہوئی پیداوار کی وجہ سے صرف فیکسڈ انکم فنڈز میں سرمایہ کاری دیکھنے میں آئی جس کی وجہ تقریباً 400 ارب روپے ہے جو کنوینشنل اور شریعہ کمپلائنس کی ٹیگر پز میں تقریباً یکساں طور پر رکھا گیا ہے۔

ایکیویٹی فنڈز نے سال کے دوران تقریباً 45 ارب روپے کا خالص تجارتی بہاؤ دیکھا۔ توقع ہے کہ اسی طرح کا رجحان برقرار رہے گا، جہاں فیکسڈ انکم فنڈز سرمایہ کاروں کے بہاؤ کو راغب کرتے رہیں گے۔

### مرکزی خطرات اور بے یقینی

کمپنی جس چیلنج کا سام کر رہی ہے اس سے پیدا ہونے والی غیر یقینی صورتحال کے بنیادی ذرائع جیسے سیاسی، سماجی، ٹیکنالوجیکل، معاشی یا قانونی عوامل میں تبدیلی بھی خطرات کی طرف بڑھتی ہے جو کمپنی کو پیش ہو سکتے ہیں۔ JSIL کی انتظامیہ نے ان خطرات کا زبردست اور منظم جائزہ لیا ہے جو کمپنی کی کارکردگی، امکانات، ساکھ یا اس کے وعدے کو پورا کرنے کی اہلیت پر اثر انداز ہو سکتے ہیں JSIL کا مجموعی خطرات کے بندوبست کا پروگرام مالیاتی مارکیٹس کی غیر متوقع کیفیت اور مالیاتی کارکردگی پر متوقع منفی اثرات کو کم سے کم کرنے پر مرکوز ہے۔

ایسیٹ مینجمنٹ انڈسٹری کے زیر انتظام اثاثے جات (AUM) نے مالی سال 2022 میں امید افزا نمو ظاہر کی اور 1.58 ٹریلین روپے سے تھوڑا ڈکڑ گیا۔ فیکسڈ آمدنی کے

بڑھتے ہوئے نتائج کے درمیان کئی اداروں کے خدشات میں خطرہ مول نہ لینے کے موقف کے باعث AUMs میں ایسیٹ کلاس میں نمایاں اضافہ دیکھنے میں آیا۔ تاہم، پاکستان میں ریٹیل میوچل فنڈ کی رسائی اب بھی کم ہے اور بڑھتی ہوئی آگاہی کے ساتھ ساتھ، حکومت AMC کو ٹیکنالوجی سے فائدہ اٹھاتے ہوئے وسیع تر جغرافیائی رسائی کی میوچل فنڈز کی دسترس میں بڑھانے کی ترغیب دے رہی ہے۔ نتیجتاً، ایسیٹ مینجمنٹ کمپنیز اپنے موجودہ پورٹ فینڈسٹ سسٹم اور سٹیز کے عمل کو اپ گریڈ کر رہی ہیں تاکہ ان کے گاہکوں کے لیے ڈیجیٹل آن بورڈنگ کو فعال کیا جاسکے اور گاہکوں کے حصول میں تیزی لائی جاسکے۔ اس کے ساتھ ساتھ حکومت 'اینٹی منی لانڈرنگ (AML) اور 'دہشت گردی کی مالی معاونت سے نمٹنے کے لیے (CFT) " اپنے گاہکوں کو جانیں (KYC) کے تقاضوں سے متعلق معاملات پر بھی متعلق ہے، جس میں ایسیٹ مینجمنٹ کمپنیز (AMC) پر زیادہ ذمہ داری عائد کی گئی ہے کہ وہ گاہکوں کی ڈیوٹی چیکس (CCD) کو امتیاط سے انجام دیں کیونکہ ان ضوابط کی خلاف ورزی کے طور پر بھاری جرمانے لگ سکتے ہیں۔ مزید برآں، اس سے ایسیٹ مینجمنٹ کمپنیز (AMC) کے ریگولیٹری خطرے میں اضافہ ہوتا ہے اور JSIL ان انتہائی مطالباتی لیکن ضروری ضوابط کی تعمیل کو یقینی بنانے کے لیے پرعزم ہے۔

### کارکردگی کا جائزہ

JSIL نے 31 دسمبر 2021 کی مدت کے اختتام پر 300.08 ملین روپے کے نقصان (4.86 روپے کے نقصان فی حصص) کے مقابلے میں 31 دسمبر 2022 کو 149.05 ملین روپے (2.41 پاکستانی روپے کے نقصان فی حصص) کا مجموعی نقصان ٹیکس خسارے کے بعد درج کروایا۔

انتظامیہ کے زیر نگرانی اثاثہ جات (AUMs) (بشمول سپریم پبلی میجٹ اکاؤنٹس SMAs اور REIT لیکن علاوہ فنڈز آف فنڈز) 31 دسمبر 2021 کے 24.167 ملین روپے کے مقابلے میں 31 دسمبر 2022 کو 44.4 ملین روپے کا خاطر خواہ اضافہ ظاہر کیا: AUM میں اضافہ زیادہ آمدنی میں منتقل ہونا شروع ہو گیا، خاص طور پر 2022 کی دوسری ششماہی میں جہاں اوپن اینڈ فنڈز کی فروخت پر کمیشن سمیت مینجمنٹ فیس میں گزشتہ سال کی یکساں مدت کے مقابلے میں 13% کا اضافہ ریکارڈ کیا گیا ہے۔ ہم توقع کرتے ہیں کہ اس اضافے کے تسلسل اور ہمارے پورٹ فولیو کا استحکام جو پرکشش شرحوں پر فیکسڈ انکم فنڈز میں سرمایہ کاری کرتا ہے اس سے اب ہمارے نچلے درجے کے نتائج میں بہتری آئی گی۔

### مادی تبدیلیاں اور وعدے

اس مدت کے دوران کمپنی کی مالی حالت پر اثر انداز ہونے والی مادی تبدیلیاں اور وعدے جس کا اس رپورٹ کی تاریخ اور پبلشمنٹ سے تعلق ہے، وقوع پذیر نہیں ہوئے۔

## مستقبل کے امکانات

گزشتہ سالوں میں وپا کے پس منظر کے ساتھ 2022 میں بہتری کا آغاز ہوا۔ صنعت میں لیکویڈیٹی کے خاطر خواہ بہاؤ کے باوجود، اب ہم ایک غیر معمولی چیلنج والی میکرو اکنامک ماحول میں کاروبار کر رہے ہیں۔ بے ایس انفوسٹیکس اپنی خلاصہ ذمہ داری پوری کرتا رہے گا اور اپنے پونٹ ہولڈرز کے مالیاتی تحفظ کیلئے کام کرتا رہے گا۔ ایک مستعد وقتی رویے کے ساتھ یہ ہمارے کاروباری ماڈل کا بنیادی عنصر رہے گا جس میں مجموعی طور پر سرگرمی کے ساتھ ہم کلائنٹ کی ضروریات کو سمجھتے ہوئے ان کے مطابق خدمات انجام دیں گے۔ ای ایس جی اور اسٹیٹ کام کے عزم کے لئے ہم مسلسل اپنے سرمایہ کاری کے طریقوں اور اس کے ساتھ خدمات / آمدنی کا تجربہ کرتے رہیں گے۔

افراط زر کے ماحول اور مارکیٹ کی اتار چڑھاؤ کی کیفیت نے سرمایہ کاروں میں تشویش پیدا کر دی ہے، انہیں چاہیے کہ اپنے دائرہ کار کو مختلف درجوں کی وسیع رینج کی طرف لے جائیں اور وقت کے ساتھ مارکیٹ کے بدلے ہوئے حالات کے درمیان نرمی سے کام کریں۔ اس کے حصول کیلئے، ہم سرمایہ کاری کے بہترین حل اور متنوع پروڈکٹس سوت پیش کر کے ان کے با اعتماد پارٹنرز کو ساتھ لے کر چلنے کے منتظر ہیں۔ ہمارا ارادہ ہے کہ نئے شہروں میں بھرپور طریقے سے اپنے قدم جمائیں اور جدید مارکیٹنگ کی حکمت عملی کے ساتھ اپنی رسائی میں اضافہ کریں۔ پیشہ ورافراہی ہماری انتہائی وقت نیم بہترین سرمایہ کاری کے خیالات کی شناخت اور طویل مدتی حقوق منافع فراہم کرنا جاری رکھے گی۔ مزید برآں، ہم بہترین ٹیکنالوجی اور ڈیٹا اینالیٹکس کے ذریعے صارفین کے تجربے کو بہتر بنانے کے مواقع تلاش کرنا جاری رکھیں گے، جس میں ہم نے بزنس اینیلیٹکس پلیٹ فارم کی تشکیل کے لیے اپنی کمپنی میں اندرونی طور پر مہارت حاصل کر لی ہے۔

## ریپورٹنگ مدت کے دوران آنے والے اہم واقعات

سال کے دوران کمپنی نے اپنی مصنوعات کے سوت کو مزید منفرد بنانے پر توجہ مرکوز کی اور اپنی مصنوعات کی جدت کی روایت کو جاری رکھا ہے۔ JS موٹیم فیکٹری کچھن (JSMFETF) کو جنوری 2022 میں پاکستان میں پہلے اسٹاک BETA کچھن ٹرانسفرنڈ (ETF) کے طور پر لانچ کیا گیا تھا، جو پاکستان اسٹاک ایکسچینج (PSX) کے بڑے اور درمیانے درجے کے سرمائے والے اسٹاک پر توجہ مرکوز کرتا ہے جو نہایت زیادہ قیمت کی رفتار کا مظاہرہ کرتے ہیں۔ ایک اور پہلے کی طرح، JS مائیکرو فنانس سکلر فنانس (JSMFSF) مئی 2022 میں شروع کیا گیا تھا اور اس کا مقصد اعلیٰ معیار کے مائیکرو فنانس سکلر کی مصنوعات میں سرمایہ کاری کر کے آمدنی میں اضافہ فراہم کرنا ہے۔ JS گورنٹ سیکورٹیز فنانس (JSGSF) جولائی 2022 میں شروع کیا گیا تھا تاکہ بنیادی طور پر سرکاری سیکورٹیز میں سرمایہ کاری کر کے کم خطرے کے ساتھ مساوی منافع حاصل کیا جاسکے۔

JS ریٹیل آرمی آئی ٹی (JSRR) کو جون 2022 میں شروع کیا گیا تھا تاکہ آرمی آئی ٹی کے منصوبوں میں براہ راست یا انڈیکس پر پوزیشننگ (SPV) کے ذریعے سرمایہ کاری کی جاسکے تاکہ پونٹ ہولڈرز کے لیے آمدنی / منافع پیدا کیا جاسکے۔

## کارپوریٹ گورننس اور فنانشل رپورٹنگ فریم ورک

مطابق ڈائریکٹر زہد خوشی اطلاع دیتے ہیں کہ:

الف JSIL کی انتظامیہ کی طرف سے تیار کردہ گوشوارے منصفانہ طور پر اس کے معاملات کی صورت حال، مگر مریوں کے نتائج، کیش فلو اور لیکویڈیٹی میں تبدیلیاں پیش کرتے ہیں۔

ب JSIL کی طرف سے اکاؤنٹس کے درست کھاتے برقرار رکھے گئے۔

پ۔ مالیاتی گوشواروں کی تیاری میں مستقل مناسب اکاؤنٹنگ پالیسیز کا اطلاق کیا گیا ہے اور حسابات کے گوشوارے مناسب معیار فیصلوں پر مبنی ہیں۔

ت۔ مالیاتی گوشواروں کی تیاری میں انٹرنیشنل فنانشل رپورٹنگ اسٹینڈرڈز (IFRS)، جیسا کہ پاکستان میں قابل اطلاق ہیں، کی پیروی کی گئی اور ان سے کسی بھی پہلو تہی کا مناسب انداز میں انکشاف اور وضاحت کی گئی ہے۔

ث۔ اندرونی اختیار کا نظام ساخت کے اعتبار سے محفوظ ہے اور اس کا موثر اطلاق اور نگرانی کی گئی ہے۔

ث JSIL کے کاروبار جاری رکھنے کی اہلیت پر کوئی قابل ذکر خدشات نہیں ہیں۔

ج۔ کارپوریٹ گورننس کی بہترین روایات سے کسی قسم کا مادی انحراف نہیں کیا گیا ہے، جیسا کہ لہجہ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشن 2019 میں درج ہے۔

چ۔ گزشتہ چھ سالوں کے اہم مالیاتی اعداد و شمار کا خلاصہ سالانہ رپورٹ میں دیا گیا ہے۔

ح۔ واجب الادا سیکسز، ڈیویڈنڈز، محصولات اور چارجز کا منسلک آڈٹ شدہ مالیاتی گوشواروں میں پوری طرح اظہار کیا گیا ہے۔

خ۔ JSIL موثر اور کارآمد انٹرنل کنٹرول سسٹم رکھتی ہے جو کاروبار تنوع اور نگرانی کے ذریعے فعال رہتا ہے JSIL کے انٹرنل آڈٹ اور کمپلائنس فنکشنز، فنانشل کنٹرولز کی جانچ کرتے ہیں اور یقینی بناتے ہیں کہ پوری کمپنی میں موثر نگرانی کا ماحول موجود ہو۔ جانچ پڑتال کے طریقہ کار کی بنیاد پر، بورڈ سمجھتا ہے کہ موجودہ انٹرنل فنانشل کنٹرولز سسٹم مناسب ہیں اور موثر انداز میں نافذ کیے گئے ہیں۔

د۔ ضابطہ عمل معادوں پالیسیز اور طریقہ کار کے ہر اوپر سے JSIL میں تقسیم کر دیا گیا ہے۔

ذ۔ JSIL کے اسٹاک کے پروڈیٹ فنڈ کی سرمایہ کاری کی مالیت 30 جون 2022 کو 7.56 ملین روپے تھی۔

## کارپوریٹ معاملات

سال کے دوران مندرجہ ذیل ڈائریکٹرز نے بورڈ میں خدمات پیش کیں۔



جناب سلیمان لالانی	چیرمین، نان ایگزیکٹو ڈائریکٹر
محترمہ عفت زہرہ منگانی	چیف ایگزیکٹو آفیسر
جناب حسن شاہد	نان ایگزیکٹو ڈائریکٹر
جناب مرزا محمد سدید حسن برلاس	نان ایگزیکٹو ڈائریکٹر
جناب عاطف سلیم ملک	نان ایگزیکٹو ڈائریکٹر
محترمہ عائشہ فیصل صلاح الدین	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر
محترمہ مدیحہ کمال افسر	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر
جناب فاروق احمد ملک	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر
جناب آصف رضا ثناء	مستغنی
جناب زاہد اللہ خان	مستغنی
جناب عمران حلیم شیخ	مستغنی

#### بورڈ آف ڈائریکٹرز کی تفصیلات

بورڈ آف ڈائریکٹرز کی تشکیل کمپنیز ایکٹ 2017، کوڈ آف کارپوریٹ گورننس اور کمپنی کے آرٹیکل آف ایسوسی ایشن کے تحت اختیار کیے گئے دیگر بہترین طریقوں کے تقاضوں کی تحت ہوتی ہے۔

جے ایس انویسٹمنٹس لمیٹڈ کا ایک متوازن بورڈ ہے، جو اعلیٰ تعلیم یافتہ پیشہ ور افراد کا ایک متنوع گروپ ہے جس میں بنیادی صلاحیتوں، انفرادیت، مطلوبہ مہارت، علم اور تجربے کی مناسب آمیزش ہے۔ یہ انفرادیت اس بات کو یقینی بناتی ہے کہ فیصلہ سازی میں تمام متعلقہ نقطہ نظر کی نمائندگی کی جائے۔ اس وقت کمپنی کا بورڈ 8 ڈائریکٹرز پر مشتمل ہے (بشمول ای ای او جو ڈائریکٹر سمجھا جاتا ہے)، جن کی تشکیل درج ذیل ہے:

01	ایگزیکٹو خاتون ڈائریکٹر CEO
04	نان ایگزیکٹو ڈائریکٹر
03	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر (بشمول دو خواتین ڈائریکٹرز)

#### انڈیپنڈنٹ ڈائریکٹر اور ان کی انڈیپنڈنٹس کا جواز

لسڈ کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشن 2019 کی ریگولیشن 6 میں یہ لازمی قرار دیا گیا ہے کہ بطور انڈیپنڈنٹ، نان ایگزیکٹو ہر لسڈ کمپنی کے پاس بورڈ کا کم از کم دو یا ایک تہائی حصہ ہونا چاہیئے، جو بھی زیادہ ہو۔ کمپنیز ایکٹ 2017 کے سیکشن 166 کے تحت تقرری کے لیے ایک انڈیپنڈنٹ ڈائریکٹر کا انتخاب پاکستان انسٹیٹیوٹ آف کارپوریٹ گورننس کے زیر انتظام ڈیٹا بینک سے کیا جائے گا جو کمیشن کی طرف سے مطلع کردہ ادارہ ہے۔

#### ڈائریکٹرز کا انتخاب

کمپنی کے ڈائریکٹرز کا انتخاب 28 دسمبر 2022 کو ایک غیر معمولی اجلاس عام میں ہوا تھا۔ مندرجہ ذیل افراد کو با متبادل آئندہ مدت کے لیے بطور کمپنی کے ڈائریکٹرز منتخب کیا گیا۔

جناب سلیمان لالانی	نان ایگزیکٹو ڈائریکٹر
جناب حسن شاہد	نان ایگزیکٹو ڈائریکٹر
جناب مرزا محمد سدید حسن برلاس	نان ایگزیکٹو ڈائریکٹر
جناب عاطف سلیم ملک	نان ایگزیکٹو ڈائریکٹر
محترمہ عائشہ فیصل صلاح الدین	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر
محترمہ مدیحہ کمال افسر	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر
جناب فاروق احمد ملک	انڈیپنڈنٹ، نان ایگزیکٹو ڈائریکٹر

چیر پرسن اور چیف ایگزیکٹو آفیسر کے عہدوں کو بہترین گورننس کے طریقوں کے مطابق الگ رکھا جاتا ہے اور چیر پرسن کا انتخاب نان ایگزیکٹو ڈائریکٹرز میں سے کیا جاتا ہے۔ بورڈ نے ایک علیحدہ آڈٹ کمیٹی اور ہیومن ریسورس اور ریٹائرمنٹ کمیٹی قائم کی ہے تاکہ بورڈ کو اس کے کاموں کی کارکردگی میں مدد فراہم کی جاسکے۔ مزید یہ کہ کسی بھی ڈائریکٹر کے پاس سات سے زیادہ لسڈ کمپنیوں کی ڈائریکٹر شپ نہیں ہے۔

#### بورڈ کے ڈائریکٹرز کے اجلاس

بورڈ کا اجلاس ہر سہ ماہی میں کم از کم ایک بار ہوتا ہے۔ سال کے دوران، بورڈ آف ڈائریکٹرز کے چار اجلاس منعقد ہوئے۔ ہر ایک کے نوٹس / ایجنڈا بروقت طریقے سے پیشگی تقسیم کیے گئے تھے۔ اجلاسوں کے دوران کیے گئے فیصلوں کو کمپنی سیکریٹری کی طرف سے رکھے گئے اجلاسوں کے منٹس میں واضح طور پر بیان کیا گیا تھا، منظوری کے لیے تمام ڈائریکٹرز کو باقاعدہ طور پر تقسیم کیا گیا، اور بعد میں بورڈ کے اجلاسوں میں ان کی منظوری دی گئی تھی۔

سال کے دوران، بورڈ آف ڈائریکٹرز کے چار اجلاس منعقد کیے گئے، ان اجلاسوں میں ہر ڈائریکٹر کی حاضری بمطابق ذیل ہیں:

نام	اجلاس میں حاضری
جناب سلیمان لالانی	3
محترمہ عفت زہرہ منگانی	4
جناب حسن شاہد	4
جناب مرزا محمد سعید حسن برلاس	4
جناب عاطف سلیم ملک *	-
جناب زاہد اللہ خان	4
جناب عمران حلیم شیخ	4
محترمہ عائشہ فیصلہ صلاح الدین	3
محترمہ سعیدہ یحیٰ کمال افسر *	-
جناب فاروق احمد ملک *	-
جناب آصف رضا ثناء	2

\* 28 دسمبر 2022 کو منتخب ہوئے۔

غیر حاضری کی چھٹی ان ڈائریکٹرز کو دی گئی جو اپنی مصروفیت کی وجہ سے اجلاس میں شرکت نہیں کر سکے۔

### پاکستان سے باہر منعقدہ بورڈ کے اجلاس

سال 2022 کے دوران، تمام بورڈ کے اجلاس پاکستان میں بلائے گئے۔

### بورڈ کی کمیٹیاں

بورڈ نے اپنی کمیٹیوں کو کچھ ذمہ داریاں تفویض کی ہیں۔ کمیٹیاں بورڈ کی منظور شدہ ٹرمز آف ریفرنسز (TORs) کے تحت کام کرتی ہیں۔ متعلقہ معاملات کا جائزہ لینے اور بورڈ کو سفارشات دینے کے ذمہ دار ہیں۔

### بورڈ آڈٹ کمیٹی کے اجلاس

کوڈ آف کارپوریٹ گورننس کے تقاضوں کے تحت، بورڈ آڈٹ کمیٹی ان انڈیکسڈ ڈائریکٹرز پر مشتمل ہوتی ہے، جس کا چیئرمین ایک انڈیکسڈ ڈائریکٹر ہوتا ہے۔ سال کے دوران، بورڈ آڈٹ کمیٹی کے چار اجلاس منعقد ہوئے۔ ان اجلاسوں میں ہر ڈائریکٹر کی حاضری برطانیہ ذیل ہیں:

نام	اجلاس میں حاضری
جناب آصف رضا ثناء	1
محترمہ عائشہ فیصلہ صلاح الدین	4
جناب حسن شاہد	4
محترمہ سعیدہ یحیٰ کمال افسر *	-
جناب مرزا محمد سعید حسن برلاس *	-

\* 28 دسمبر 2022 کو ڈائریکٹرز کے انتخابات کے انعقاد کے بعد کمیٹی کے رکن بنے۔

تمام غیر حاضریوں کی لیے غیر حاضری کی چھٹی کمیٹی کی طرف دی گئی تھی۔

### ہیومن ریسورسز اینڈ ریمینیویشن کمیٹی کے اجلاس

ہیومن ریسورسز اینڈ ریمینیویشن کمیٹی کے ہیومن ریسورسز کی پالیسیوں کی تشکیل اور باقاعدگی سے جائزے کے لیے ذمہ دار ہے۔ یہ چیف انڈیکسڈ آفیسر، چیف آپریٹنگ آفیسر، چیف فنانس آفیسر، کمیٹی سیکریٹری اور چیف انویسٹمنٹ آفیسر سمیت سبھی افسران کے انتخاب، جانچ اور معاوضے سے متعلق معاملات میں بورڈ کی معاونت کرتا ہے۔ یہ ان افسران کی جان بخشی کی منصوبہ بندی کی بھی سفارش کرتا ہے۔

کمیٹی ان انڈیکسڈ ڈائریکٹرز پر مشتمل ہوتی ہے جس کا چیئرمین انڈیکسڈ ڈائریکٹر ہوتا ہے۔ سال کے دوران، بورڈ آف ہیومن ریسورسز اینڈ ریمینیویشن (HR & R) کمیٹی کا ایک اجلاس ہوا۔ جس میں ہر ڈائریکٹر کی حاضری برطانیہ ذیل ہیں:

نام	اجلاس میں حاضری
محترمہ عائشہ فیصلہ صلاح الدین	1
جناب سلیمان لالانی	1
محترمہ عفت زہرہ منگانی	1



## پیرنٹ کمپنی

JS بینک، JS انویسٹمنٹس لمیٹڈ کی ہولڈنگ کمپنی ہے اور 84.56% ایکویٹی کی ملکیت رکھتی ہے۔

## آمدنی فی حصص

سال کے دوران JSIL کا نقصان فی حصص 2.41 روپے ہے۔

## پیٹرن آف شیئر ہولڈنگ

JSIL میں پیٹرن آف شیئر ہولڈنگ اور اضافی معلومات کا ایک گوشوارہ بمطابق 31 دسمبر 2022 سالانہ رپورٹ میں دیا گیا ہے۔

## منسلک پارٹی کی لین دین

منسلک پارٹی کی لین دین سے متعلق 31 دسمبر 2022 کو اختتام پانے والے سال کیلئے آڈٹ مالیاتی گوشوارے کے نوٹ 32 میں ظاہر ہے۔

## منافع مقسمہ (ڈیویڈنڈ)

چونکہ کمپنی کو سال کے دوران نقصان اٹھانا پڑا اس لیے بورڈ آف ڈائریکٹرز نے مقررہ سال دسمبر 2022 کے لیے ڈیویڈنڈ کا اعلان نہیں کرنے کا انتخاب کیا۔

## بیرونی آڈیٹ

بورڈ آف ڈائریکٹرز نے آڈٹ کمپنی کی سفارش پر، میسرز کے پی ایم جی تا شیر ہادی اینڈ کو، چارٹرڈ اکاؤنٹنٹس کی 31 دسمبر 2023 کو ختم ہونے والے سال کے لیے دوبارہ تقرری کی تجویز پیش کی۔

## ایسیٹ منیجر اور ایڈیٹری ریٹنگ

پاکستان کریڈٹ ریٹنگ ایجنسی (PACRA) نے 27 دسمبر 2022 سے بے ایس ایف انویسٹمنٹس کو "AM 2+" کی منجنت کوالٹی ریٹنگ، مستحکم "stable"، منظر نامے کے ساتھ تفویض کی ہے، جو AM 2 کے گزشتہ منظر نامے کے مقابلے میں مثبت "positive" منظر نامے کے ساتھ بہتری کی صورت ہے۔ یہ ریٹنگ منجنت کے اعلیٰ معیار کی نشاندہی کرتی ہے

## اظہار شکر

ڈائریکٹرز پیش قدمی، معاونت، مدد اور رہنمائی پر سیکرٹریز اینڈ ایگزیکٹو کمیشن آف پاکستان (SECP) اور اپنے زیر انتظام فنڈز کے ٹرسٹیز کی مسلسل گراں قدر تعاون، معاونت اور رہنمائی کیلئے اظہار تشکر کرتے ہیں۔ بورڈنگ اور منجنت پر JSIL کے ملازمین اور انتظامیہ پر اعتماد پر شیئر ہولڈرز کا بھی شکریہ ادا کرتا ہے۔

بورڈ کی طرف سے

*(Signature)*

ڈائریکٹر

*(Signature)*

چیف ایگزیکٹو آفیسر

کراچی: 24 فروری 2023

## ایگزیکٹو رسک مینجمنٹ کمیٹی کے اجلاس

ایگزیکٹو رسک مینجمنٹ کمیٹی ایگزیکٹو اور تان ایگزیکٹو ڈائریکٹرز پر مشتمل ہے۔ سال کے دوران ایگزیکٹو رسک مینجمنٹ کمیٹی کے چار اجلاس منعقد کیے گئے۔ ان اجلاسوں میں ہر ڈائریکٹر کی حاضری بمطابق ذیل ہیں:

نام	اجلاس میں حاضری
جناب سلیمان لالانی	4
جناب عمران علیم شیخ	2
محترمہ عفت زہرہ میکانی	4
جناب عاطف سلیم ملک *	-

\* 28 دسمبر 2022 کو بطور ڈائریکٹر منتخب ہوئے۔

کمیٹیوں کے ڈرم آف ممبرز سر مٹ کیے گئے ہیں، دستاویزی شکل دی گئی ہے اور کمیٹیوں کو ان کی قیام کے لیے مشورہ دیا گیا ہے۔

## ڈائریکٹرز کے تربیتی پروگرام

کمپنی اپنے بورڈ ممبرز کی کوڈ آف کارپوریٹ گورننس کے مطابق پیشہ ورانہ ترقی میں گہری دلچسپی رکھتی ہے۔ بورڈ کے آٹھ ڈائریکٹرز میں سے پانچ ڈائریکٹرز ٹریڈنگ پروگرام (DTP) کے تحت سرٹیفکیٹ یافتہ ہیں۔

## ڈائریکٹرز ریمنیریشن

بورڈ کے اراکین کے معاوضے کی منظوری بورڈ خود دیتا ہے، تاہم کوڈ آف کارپوریٹ گورننس ریگولیشنز 2019 کے مطابق اس بات کو یقینی بنایا جاتا ہے کہ کوئی بھی ڈائریکٹر اپنے ریمنیریشن کا فیصلہ کرنے میں حصہ نہ لے۔ کمپنی تان ایگزیکٹو ڈائریکٹرز کو اجلاسوں میں شرکت کے لیے فیس کے علاوہ کوئی معاوضہ ادا نہیں کرتی ہے۔ کمپنی کی ریمنیریشن پالیسیاں مروجہ CCG ریگولیشنز اور کمپنیز ایکٹ 2017 کے سیکشن 227 کے مطابق بنائی گئی ہیں۔ 23 - 2022 میں ڈائریکٹرز اور CEO کے ریمنیریشن کے بارے میں معلومات کے لیے براہ کرم مالیاتی بیانات کے نوٹ نمبر 31 کو ملاحظہ کریں۔

## چیرمین، بورڈ ممبران، بورڈ کمیٹیوں اور چیف ایگزیکٹو آفیسر (CEO) کی کارکردگی کی جانچ

بورڈ اپنی کارکردگی کے جائزے کو گورننس میں یکدلی معاونت سمجھتا ہے، کیونکہ یہ ڈائریکٹرز سے ان کے تاثرات پر رائے فراہم کرتا ہے کہ بورڈ اس وقت اپنا کردار ادا کر رہا ہے یا اس کی طرح انجام دے رہا ہے۔ اسی کا تصور کرتے ہوئے، بورڈ نے مجموعی طور پر بورڈ، اس کی کمیٹیوں اور اس کے اراکین کی کارکردگی میں مدد کے لیے ابھرتے ہوئے اور کردہ طریقوں پر مبنی ایک اندرون خاندان نامہ تیار کیا ہے۔ چیئر مین، بورڈ ممبران، بورڈ کمیٹی اور چیف ایگزیکٹو آفیسر (CEO) کی کارکردگی کی جانچ کی گئی تھی اور اجلاس کے دوران، ممبران نے مختلف نکات کی وضاحت کی۔

## ڈائریکٹرز کی عدم دلچسپی

2022 کے دوران ڈائریکٹرز، چیف ایگزیکٹو آفیسر، چیف فنانس آفیسر، کمپنی سیکریٹری، ایگزیکٹو، ان کے شریک حیات اور نالغ بچوں کی جانب سے JSIL شیئرز میں تجارت نہیں کی گئی۔

## BOARD COMMITTEES

### AUDIT COMMITTEE & ITS TERMS OF REFERENCE

The board of directors of JS Investments Limited has established an Audit Committee, comprising three non-executive directors.

The Audit Committee meets at least once every quarter of the financial year. During the year under review four meetings of the Committee were held which were attended by the members as follows:

Ms. Mediha Kamal Afsar	Chairperson
Mirza M. Sadeed Hassan Barlas	Member
Mr. Hasan Shahid	Member

The Audit Committee shall, inter alia, recommend to the Board of Directors the appointment of external auditors, their removal, audit fees, the provision by the external auditors of any service to the listed company in addition to audit of its financial statements. The Board of Directors shall give due consideration to the recommendations of the Audit Committee in all these matters and where it acts otherwise; it shall record the reasons thereof.

The terms of reference of the Audit Committee shall also include the following:

The board of directors of every listed company shall determine the terms of reference of the audit committee. The board of directors shall provide adequate resources and authority to enable the audit committee to carry out its responsibilities effectively. The terms of reference of the audit committee shall be explicitly documented and shall also include the following:

- a) Determination of appropriate measures to safeguard the listed company's assets;
- b) Review of quarterly, half-yearly and annual financial statements of the listed company, prior to their approval by the Board of Directors, focusing on:
  - i) Major judgmental areas;
  - ii) Significant adjustments resulting from the audit;
  - (iii) Going concern assumption;
  - (iv) Any changes in accounting policies and practices;
  - (v) Compliance with applicable accounting standards;
  - (vi) Compliance with listing regulations and other statutory and regulatory requirements; and
  - (vii) Significant related party transactions.
- c) Review of preliminary announcements of results prior to publication;
- d) Facilitating the external audit and discussion with external auditors of major observations arising from interim and final audits and any matter that the auditors may wish to highlight (in the absence of management, where necessary);
- e) Review of management letter issued by external auditors and management's response thereto;
- f) Ensuring coordination between the internal and external auditors of the listed company;
- g) Review of the scope and extent of internal audit, audit plan, reporting framework and procedures and ensuring that the internal audit function has adequate resources and is appropriately placed within the listed company;
- h) Consideration of major findings of internal investigations of activities characterized by fraud, corruption and abuse of power and management's response thereto;

- i) Ascertaining that the internal control systems including financial and operational controls, accounting systems for timely and appropriate recording of purchases and sales, receipts and payments, assets and liabilities and the reporting structure are adequate and effective;
- j) Review of the listed company's statement on internal control systems prior to endorsement by the board of directors and internal audit reports;
- k) Instituting special projects, value for money studies or other investigations on any matter specified by the board of directors, in consultation with the Chief Executive Officer and to consider remittance of any matter to the external auditors or to any other external body;
- l) Determination of compliance with relevant statutory requirements;
- m) Monitoring compliance with the regulations and identification of significant violations thereof;
- n) Review of arrangement for staff and management to report to audit committee in confidence, concerns, if any, about actual or potential improprieties in financial and other matters and recommend instituting remedial and mitigating measures;
- o) Recommend to the board of directors the appointment of external auditors, their removal, audit fees, the provision of any service permissible to be rendered to the listed company by the external auditors in addition to audit of its financial statements. The board of directors shall give due consideration to the recommendations of the audit committee and where it acts otherwise and shall record the reasons thereof.
- p) Consideration of any other issue or matter as may be assigned by the board of directors.

### HUMAN RESOURCE & REMUNERATION COMMITTEE

The HR & Remuneration Committee shall comprise a Chairman and at least two other members (who should preferably be non-executive Directors) and the CEO. A quorum shall be two members. The Head of HR shall be the Secretary of the Committee.

#### FREQUENCY OF MEETINGS

The Committee shall meet at least once a financial year or whenever the Chairman deems it necessary.

#### ATTENDANCE AT THE MEETINGS

Other than members, the attendance of non-members shall be by invitation only.

#### AUTHORITY

The Board authorizes the Committee to seek any information it requires from any Company employee to perform its duties. In connection with its duties, the Committee is authorized by the Board at the Committee's sole discretion to obtain independent professional advice and expertise if it considers this necessary.

#### SCOPE OF THE COMMITTEE

The Committee shall be at the policy-making level. It shall not infringe on the Management function. It shall play an advisory role and make recommendations to the full Board for approval.

The Committee shall systematically review major HR policies to update and align them with best practices based on equity, merit, transparency, efficiency and affordability principles. The Committee shall also encourage the development of new policies to help attract, retain, develop and motivate quality personnel and to assist in helping the Company meet its corporate and business objectives. Areas of review could cover Recruitment, Performance Management Systems, Compensation, Training and Development, Succession Planning, Job Evaluation, Manpower Planning, and Organization Structure.



2. Articulate and maintain a Compensation Philosophy and strategy for the Company. Ensure compensation and benefit levels are maintained at the desired alignment with competition and are consistent with the Company's adopted philosophy. Undertake an annual review and recommend overall budgetary recommendations for salary increments and other pay adjustments.
3. The Committee shall periodically assess the dynamics and corporate culture and recommend 'change management' programs to enhance the Company's performance. These could include periodic employee surveys, and dialogue groups, to bring about the desired culture change.
4. The Committee may review appraisals, development plans and compensation of the CEO's direct reports.
5. The Committee may undertake CEO's performance appraisal and make salary recommendations, including perks and other benefits.
6. Where Human Resource and Remuneration consultants are appointed, the Committee shall ask the consultant to disclose their credentials to the Committee and whether they have any other connection with the Company.

## EXECUTIVE RISK MANAGEMENT COMMITTEE

### 1. INTRODUCTION

This Executive Risk Management Committee (the Committee) is a Committee of the Board of JSIL established to assist the Board in evaluating significant matters arising from the core business of fund management, affiliated business operations, and strategic decision-making undertaken by the Company.

The structure of the Committee will observe the functions/ matters pertaining to Risk Management and Executive Management, as given below:

- a) The Committee's Risk Management function will assist the Board in identifying, assessing, quantifying, managing and mitigating the risks arising from the core business functions and operations of the Company; and
- b) The Executive Management function will assist in developing and formulating the strategic decision, plans, corporate policies, and annual budgets consistent with the Company's Vision, Mission and Long-term goals.

### 2. MEMBERSHIP

The Committee shall have at least three members of the Board, including the Chief Executive Officer. The Chair of the Committee shall be any member appointed by the Board (excluding the CEO). Secretary of the Committee may be a member of the Management (Company Secretary / Risk Head / Chief Strategy Officer) as the Board occasionally directs.

### 3. FREQUENCY OF MEETINGS

The recommended frequency of the meeting shall be five times in a calendar year in conjunction with Board meetings held for the approval of interim and final accounts of AMC and Funds and Annual Budget and Corporate Business Strategy;

Any other specific agenda item falling in the scope of the Committee may be addressed through additional meetings as and when required in consultation with the Chair of the Committee.

### 4. NOTICE OF MEETINGS

Meetings of the Committee shall be convened by the Secretary at the request of any of its members. Unless otherwise agreed, a notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee at least seven days before the meeting date.

The agenda shall be circulated with relevant supporting papers to the Committee members and other attendees as appropriate.

## 5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

- a) The Board has established the Committee to bring in line the role of the management for the development of risk management culture and program. The duties and responsibilities pertaining to the Risk Management areas include the followings:
  - i. Review the strategic direction, objectives, and effectiveness of the management's risk management policies, procedures, and systems to mitigate and control the risks of the Company emanating from both the Management Company (JSIL) and Funds under its Management;
  - ii. The Committee shall review any act of intended or deliberate deviant behavior by the employees of the Company with the defined policies, procedures, practices and from the applicable laws if escalated by the management;
  - iii. The Committee shall review the significant events (e.g., regulatory violations) as reported by the management that may potentially give rise to reputational risk issues, penalties, show cause notices; and
  - iv. The Committee shall review the affairs/matters of operational risks annually, covering the financial soundness, stability and creditworthiness of JSIL and report significant events/ matters to the Board.
- b) The duties and responsibilities of Executive Management areas shall include the followings:
  - i. Review any significant plan for expansion or projects related to JSIL's ongoing activities (for example, joint ventures, significant business opportunities, mergers, acquisitions, asset sales or purchases) and report on such matters to the Board for examination/ consideration;
  - ii. Monitor performance subsequently, on a periodic basis, in connection with such business plans or transactions or projects;
  - iii. Review the annual business plan and budget of JSIL and recommend its decision for the Board's approval. The Committee will also review and approve interim budgetary proposals if required.
  - iv. Review the Company's capital expenditures and annual budget, human resources budget and annual branch expansion plan and recommend its proposal to the Board for approval.
  - v. Review and recommend to the Board of Directors for its approval any changes in the Organizational Structure/creation of a new department.
  - vi. Overseeing significant legal cases of the Company and the Funds under its management. Accordingly, the Board will require the management to act per the Committee's and the Board's Guidance.
  - vii. Review and discuss the Company's capital structure and financing activities and, if required, may recommend its decision to the Board for approval.
  - viii. The Committee may also make any recommendations to the Board it deems appropriate on any area where action or improvement is needed.

## INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS ON THE STATEMENT OF COMPLIANCE CONTAINED IN LISTED COMPANIES

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of JS Investments Limited ("the Company") for the year ended 31 December 2022 in accordance with the requirements of Regulation No. 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Company's personnel and review of various documents prepared by the Company to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Company's corporate governance procedures and risks.

The Regulations require the Company to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended 31 December 2022.

Date: 8 March 2023

Karachi

UDIN: CR202210106N6gLnQE5j

KPMG Taseer - 1

KPMG Taseer Hadi & Co.  
Chartered Accountants

## STATEMENT OF COMPLIANCE WITH LISTED COMPANIES CODE OF CORPORATE GOVERNANCE REGULATIONS, 2019

This statement is being presented to comply with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulation). The purpose of the Code is to establish a framework of good governance whereby a listed entity is managed in compliance with the best practices of corporate governance.

The Company has complied with the requirements of the regulations in the following manner:

- The total number of directors is eight as per the following:

a.	Female	03
b.	Male	05

- The Company encourages the representation of independent non-executive directors and directors representing minority interests on its Board of Directors. At present, the Board includes:

i)	Independent Directors	Ms. Aisha Fariel Salahuddin Ms. Mediha Kamal Afsar Mr. Farooq Ahmed Malik
ii)	Executive Directors	Ms. Iffat Zehra Mankani
iii)	Non-Executive Directors	Mr. Suleman Lalani Mr. Atif Salim Malik Mr. Hasan Shahid Mr. Mirza M. Sadeed H. Barlas

The independent directors meet the independence criteria defined under section 166 of the Companies Act, 2017 (Act).

- The directors have confirmed that no one serves as a director on more than seven listed companies, including this Company.
- The Company has prepared a code of conduct and has ensured that appropriate steps have been taken to disseminate it along with its supporting policies and procedures.
- The Board has developed a vision/mission statement, overall corporate strategy and significant policies for the Company. A complete record of particulars of the important policies, along with the date on which they were approved or amended, has been maintained.
- All the powers of the Board have been duly exercised, and decisions on relevant matters have been taken by the board/shareholders as empowered by the applicable provisions of the Act and these Regulations.



7. The meetings of the Board were presided over by the Chairman and, in his absence, by a director elected by the Board for this purpose. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of the meeting of the Board.
8. The Board has a formal policy and transparent procedures for the remuneration of directors in accordance with the Act and these Regulations.
9. Out of eight directors on the Board, five are certified under the Directors Training Program (DTP).
10. There was no change of Company Secretary and Head of Internal Audit during the year. However, the Board has approved the appointment of the chief financial officer, together with his remuneration and terms and conditions of employment, which complied with the relevant requirements of the Regulations
11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board;
12. The Board has formed committees comprising of members given below:

Committees	Members
Audit Committee	Ms. Mediha Kamal Afsar Mr. Mirza M. Sadeed H. Barlas Mr. Hasan Shahid
Human Resources and Remuneration Committee	Ms. Aisha Fariel Salahuddin Mr. Suleman Lalani Ms. Iffat Zehra Mankani
Executive Risk Management Committee	Mr. Suleman Lalani Ms. Iffat Zehra Mankani Mr. Atif Salim Malik

13. The terms of reference of the committees described above have been formed, documented and advised to the Committee for compliance.
14. The frequency of meetings of the committees is as follows:
  - a) Audit Committee; Four meetings during the financial year.
  - b) Human Resource and Remuneration Committee; One meeting during the financial year.
  - c) Executive Risk Management Committee; Four meetings during the financial year.
15. The Board has outsourced the internal audit function to BDO Ebrahim & Company, Chartered Accountants who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company.
16. The statutory auditors of the Company have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the ICAP and registered with the Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Company and that the firm and all its partners are in compliance with International Federation of Accountants (IFAC) guidelines on Code of Ethics as adopted by the ICAP and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company.

17. The statutory auditors or the persons associated with them have not been appointed to provide other services except, in accordance with the Act, these Regulations or any other regulatory requirement, and the auditors have confirmed that they have observed IFAC guidelines in this regard.

18. We confirm that all requirements of mandatory regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with; and

Please note that non-mandatory regulation no.5 of the Regulations was not applicable this year. In addition, the Company is maintaining a record of significant policies as required under non-mandatory regulation no.10 (4) of the regulations.

19. The independent directors have the requisite competencies, skills, knowledge, and experience to discharge and execute their duties competently, as per applicable laws and regulations under which they hereby fulfilled the requirements; they do not warrant the appointment of a third independent director.

20. Explanation for non-compliance with requirements, other than regulations 3, 6, 7, 8, 27, 32, 33, and 36 as below:

The broad functions of the Nomination Committee are already being performed by another committee. Therefore, the BOD believes that a separate committee for Nomination is optional.



Iffat Zehra Mankani

Chief Executive Officer

February 24, 2023

Karachi.



Hasan Shahid

Director

## REPORT ON AUDIT COMMITTEE'S COMPOSITION, ROLE & RESPONSIBILITIES

The Board Audit Committee ("the Committee") comprises three members, two of which are non-executive directors and one independent director, the chairperson of the Committee.

The following are the members of the Committee:

Name	Status	Role
Ms. Mediha Kamal Afsar	Independent Director	Chairperson
Mr. Hasan Shahid	Non-executive Director	Member
Mr. Mirza M. Sadeed Hassan Barlas	Non-executive Director	Member

The Committee as a whole possess significant economic, financial and business acumen. During the year, four meetings of the Audit Committee were held, which the Chief Executive Officer and Chief Financial Officer also attended by invitation. The Company's external auditors also attended two meetings when issues related to accounts and audits were discussed.

The Audit Committee has concluded its annual review of the conduct and operations of the Company for the year ended December 31, 2022, and reports that:

1. The Company has adhered in full, without any material departure, to both the mandatory and voluntary provisions of the listing regulations of the Pakistan Stock Exchange, Listed Companies (Code of Corporate Governance) Regulations, 2019, the Company's Code of Conduct and Values and the international best practices of governance throughout the year.
2. The Company has issued a "Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019," which has also been reviewed and certified by the Company's External Auditors.
3. The Company's Code of Conduct has been disseminated and placed on Company's website.
4. The Audit Committee reviewed quarterly, half-yearly and annual financial statements of the Company and recommended for approval of the Board of Directors. It has also reviewed preliminary results announcements before publication and the internal audit reports.
5. Appropriate accounting policies have been consistently applied except for any changes appropriately disclosed in the financial statements. Applicable International Financial Reporting Standards were followed in the preparation of financial statements of the Company and consolidated financial statements on a going concern basis for the financial year ended June 30, 2022, which present fairly the state of affairs, results of operations, cash flows and changes in equity of the Company and its subsidiaries for the year under review.
6. Accounting estimates are based on reasonable and prudent judgment. The Company has maintained proper and adequate accounting records in accordance with the applicable laws, and financial reporting is consistent with Management processes and adequate for shareholder needs.
7. These financial statements have been prepared in accordance with approved accounting standards as applicable in Pakistan. Accordingly, approved accounting standards comprise the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board as notified under the Companies Act, 2017 (the Act), provisions of and directives issued under the Act. In case of requirements differ, the provisions of or directives under the Act prevail.

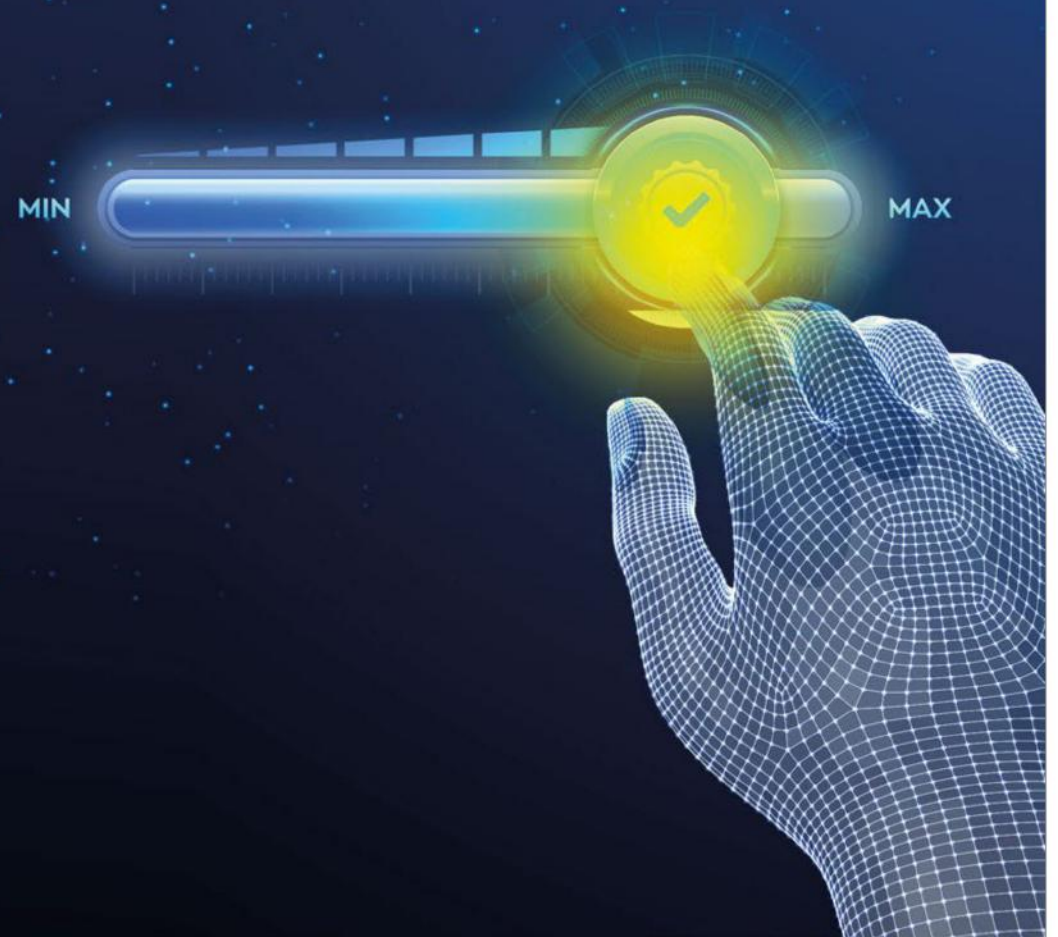
8. The CEO and the CFO have endorsed the standalone and consolidated financial statements of the Company and the Board of Directors Report. They acknowledge their responsibility for an accurate and fair presentation of the Company's financial statements, reporting accuracy, compliance with regulations and applicable accounting standards, and establishing and maintaining internal controls and systems.
9. The Audit Committee has reviewed the related party transactions and recommended the same for approval of the Shareholders in the Annual General Meeting after ratification from the Board of Directors.
10. Closed periods were duly determined and announced by the Company, precluding the Directors, the CEO and Executives of the Company from dealing in Company's shares before each Board meeting involving announcement of interim/final results, distribution of dividends to the shareholders or communication of any other business decision, which could materially affect the market share price of the Company.
12. The statutory and regulatory obligations and requirements of best governance practices have been met.
13. The Committee members carried out the Annual Evaluation of the Board Audit Committee in terms of board structure, Strategy, Decision Making, Internal Controls and Risk Management.
14. The Committee regularly reviews the mechanism for employees and management to report concerns to the Audit Committee and scrutinizes any allegations seriously. During the year, no whistles were blown.

### PRESENCE OF THE CHAIRMAN OF AUDIT COMMITTEE IN AGM

The Chairman of the Audit Committee remains present at the AGM to answer questions on the Audit Committee's activities and matters within the scope of the Audit Committee's responsibilities.



## FINANCIAL POSITION & PERFORMANCE



## FINANCIAL ANALYSIS

	2022	2021	2020	2019	2018	2017
	(Rupees in thousand)					
KEY INDICATORS						
Profitability ratio						
Profit/(Loss) Before Tax / Management Remuneration (%)	-81.72%	-186.49%	-13.29%	-29.68%	29.22%	34.03%
Profit/(Loss) After Tax / Management Remuneration (%)	-86.08%	-193.81%	-23.01%	-43.59%	21.39%	16.24%
Profit/(Loss) Before Tax / Total Revenues (%)	-71.91%	-546.33%	-6.89%	-17.50%	14.68%	19.13%
Profit/(Loss) After Tax / Total Revenues (%)	-75.74%	-567.79%	-11.93%	-25.70%	10.74%	9.13%
Return on equity (%)	(10.42)	(16.30)	(2.22)	(4.57)	2.02	1.36
Return On Capital Employed (%)	(0.09)	(0.17)	(0.02)	(0.04)	0.02	0.01
Gross Yield on earning assets	1.45%	-7.08%	8.88%	5.73%	10.38%	6.89%
Cost/Income ratio	(1.58)	(4.73)	(1.07)	(1.14)	(0.87)	(0.83)
Share Holder Funds	617.74	617.74	617.74	617.74	801.72	801.72
Return on Share Holder Funds	-11.00%	-19.95%	-2.24%	-4.77%	2.69%	2.14%
Liquidity Ratio						
Advances to Deposit Ratio	2.40%	5.75%	6.73%	6.68%	4.03%	7.78%
Current Ratio (Times)	8.57	9.72	11.16	10.96	7.56	9.28
Cash / Current Liabilities (%)	6.06%	10.66%	4.88%	2.79%	9.19%	6.61%
Cost of Funds	(27.90)	(34.40)	(35.00)	(38.42)	(3.33)	(0.29)
Cash Flow Coverage Ratio	(0.47)	(0.27)	(0.18)	(0.21)	(0.18)	(0.39)
Net Interest Income as a percentage of working funds / Operating Cost - Efficiency ratio	-0.88%	4.34%	-6.22%	-4.20%	-6.28%	-4.89%
Investment/Market Ratios						
Earnings/(Loss) Per Share (Rs.)	(2.41)	(4.86)	(0.64)	(1.40)	0.52	0.40
P/E Ratio (Times)	(5.39)	(2.57)	(36.08)	(11.56)	15.37	23.39
Price to Book Ratio	0.58	0.51	0.81	0.55	0.32	0.35
Dividend Yield (%) [Dividend per share / Price per share]	-	-	-	24.68%	-	-
Dividend Payout (Per Share.)	-	-	-	4	-	-
Dividend Cover (times) [EPS/Dividend per share]	-	-	-	(0.35)	-	-
Cash dividend %	-	-	-	4	-	-
Market value per share - year end	Rs. 12.75	12.50	23.25	16.21	8.00	9.40
Market value per share - High	Rs. 13.99	23.90	25.50	18.50	11.50	17.50
Market value per share - Low	Rs. 9.01	11.50	9.86	6.31	7.65	9.95
Breakup value per share	Rs. 21.94	24.36	28.74	29.38	24.66	26.97
Dupont Analysis [NP margin x AT x EM]	(0.12)	(0.06)	(0.04)	(0.08)	0.04	0.02
Free Cash Flow	(197.56)	(149.92)	(100.27)	(333.60)	(86.87)	(140.46)
Economic Value Added						
Capital Structure						
Earning Assets to total assets ratio	0.73	0.75	0.76	0.75	0.73	0.78
Net Asset per share	21.94	24.36	28.74	29.38	26.83	29.25
Debt to Equity - Book Value (%)	30.72%	31.93%	29.88%	41.17%	14.42%	11.75%
Debt to Equity - Market Value (%)	52.87%	62.23%	36.93%	74.63%	44.44%	33.72%



## PERFORMANCE EVALUATION AGAINST TARGETS / BUDGETS

We have audited the annexed financial statements of JS Investments Limited ("the Company"), which comprise the statement of financial position as at 31 December 2022, and the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statement.

### BUSINESS GROWTH

We have audited the annexed financial statements of JS Investments Limited ("the Company"), which comprise the Assets under Management (AUMs) are the primary benchmark of business growth within the Asset Management Industry. JSIL has shown tremendous growth in AUMs during the year as compared to last year and achieved the highest growth rate within the industry. Considering Pakistan's political and economic conditions, this accomplishment was only possible because the Company focused on product innovation, digitization and personalized customer service.

### FINANCIAL RESULTS

Pakistan faced unprecedented challenges on the Economic front during the year 2022. Interest rate hikes during the year changed investors' preference from Equity Funds to Fixed Income Funds. This shift had revenue implications for the Asset Management Industry, as the Fixed Income Funds are lower management fee (revenues) earners than Equity Funds. This factor also affected JS Investments to the extent that although the AUMs growth was the highest in the industry, the same didn't translate into revenues at the same ratio. The inflationary environment in the country has inevitably increased the operational costs of doing business since last year.

Although the above two factors had a significant effect on the Company's financial performance, relentless efforts by the management under the Board's directions have reduced the net loss for the year by half compared to last year.

JSIL evidenced a bottom-line profit in the last quarter of 2022 and aims to continue this trend during 2023.



# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF JS INVESTMENTS LIMITED

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### OPINION

We have audited the annexed financial statements of **JS Investments Limited** ("the Company"), which comprises the statement of financial position as at 31 December 2022, and the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of the loss and other comprehensive loss, the changes in equity and its cash flows for the year then ended.

#### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants as adopted by the Institute of Chartered Accountants of Pakistan (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Following is the Key audit matter:

S. No.	Key audit matter	How the matter was addressed in our audit
1.	<b>Valuations of Investments</b>  Refer Note 4.4, 11 and 12 to the financial statements.  The fair value of investments held by the Company amounted to Rs. 1,159 million, which constitutes 65% of the Company's total assets as at 31 December 2022.  The significant portion of the investments comprise of units of mutual funds classified at "Fair Value through profit or loss".  We identified assessing the fair value of the investment as a key audit matter because of its significance to the financial statements.	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"><li>Assessed the design and tested operating effectiveness of the relevant controls in place relating to valuation of investments;</li><li>Compared and recalculated the fair valuation of investments with available external quoted market price;</li><li>Obtained independent confirmations for verifying the existence of the investment portfolio as at 31 December 2022 and reconciled it with the books and records of the Company; and</li><li>Considered the Company's disclosures of investments in accordance with the requirements of accounting and reporting standards as applicable in Pakistan.</li></ul>

#### Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Board of Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting and reporting standards as applicable in Pakistan and the requirements of Companies Act, 2017 (XIX of 2017) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of directors are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

Based on our audit, we further report that in our opinion:

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- c) investments made, expenditure incurred and guarantees extended during the year were for the purpose of the Company's business; and
- d) no zakat was deductible at source under the Zakat and Ushr Ordinance, 1980 (XVIII of 1980).

The engagement partner on the audit resulting in this independent auditor's report is Muhammad Taufiq.

Date: 6 March 2023

Karachi

UDIN: AR202210106NteuR8ygB

KPMG Taseer - 1

KPMG Taseer Hadi & Co.  
Chartered Accountants



# STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

	Note	2022	2021
(Rupees)			
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment	5	275,654,014	341,147,973
Intangible assets	6	6,469,897	10,994,010
Long-term loans and prepayments - considered good	7	2,152,930	1,454,417
Long-term investment	12	265,000	-
		<b>284,541,841</b>	<b>353,596,400</b>
<b>Current assets</b>			
Balances due from funds under management - related parties	8	124,610,226	105,157,354
Loans and advances - considered good	9	2,336,220	3,258,499
Deposits, prepayments and other receivables	10	97,347,215	56,660,058
Other financial assets - investments	11	1,159,071,682	1,352,102,015
Taxation - net	29	91,587,518	87,941,712
Cash and bank balances	13	12,288,813	26,145,280
		<b>1,487,241,674</b>	<b>1,631,264,918</b>
<b>Total assets</b>		<b>1,771,783,515</b>	<b>1,984,861,318</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Share Capital and reserves</b>			
<b>Share capital</b>			
Authorised capital		2,500,000,000	2,500,000,000
Issued, subscribed and paid-up capital	14	617,742,560	617,742,560
Unappropriated profit		737,654,383	886,705,096
		<b>1,355,396,943</b>	<b>1,504,447,656</b>
<b>LIABILITIES</b>			
<b>Non - Current Liabilities</b>			
Lease liabilities	18	213,734,571	235,185,675
		<b>213,734,571</b>	<b>235,185,675</b>
<b>Current Liabilities</b>			
Accrued and other liabilities	19	173,481,210	167,884,028
Unclaimed dividend		4,922,407	4,945,642
Current maturity of long term financing	16	-	38,778,533
Current maturity of lease liabilities	18	24,248,384	33,619,784
		<b>202,652,001</b>	<b>245,227,987</b>
<b>Total Liabilities</b>		<b>416,386,572</b>	<b>480,413,662</b>
<b>Contingencies and commitments</b>			
	20	-	-
<b>Total Equity and Liabilities</b>		<b>1,771,783,515</b>	<b>1,984,861,318</b>

The annexed notes 1 to 37 form an integral part of these financial statements.

Chief Financial Officer

Chief Executive Officer

Director

# STATEMENT OF PROFIT OR LOSS

FOR THE YEAR ENDED DECEMBER 31, 2022

	Note	2022	2021
(Rupees)			
<b>Income</b>			
Remuneration from funds under management - net	21	173,162,686	154,827,719
Commission from open end funds under management	22	2,995,834	465,252
Dividend income	23	8,345,839	8,199,539
Net unrealised loss on remeasurement of investments classified as at fair value through profit or loss	11.1	(1,844,342)	(137,639,293)
Net (loss) / gain on sale of investments classified as at fair value through profit or loss		(8,648,641)	11,076,059
Return on bank deposits		2,113,339	1,957,860
Remuneration and share of profit from management of discretionary and non discretionary client portfolio	24	1,830,386	2,533,960
Return on debt security	11.2	18,841,345	11,428,554
		<b>196,796,446</b>	<b>52,849,650</b>
Administrative expenses	25	(318,923,578)	(326,757,876)
Selling and distribution expenses	26	(36,907,920)	(5,070,782)
<b>Operating Loss</b>		<b>(159,035,052)</b>	<b>(278,979,008)</b>
Financial charges	27	(27,899,684)	(34,400,093)
		<b>(186,934,736)</b>	<b>(313,379,101)</b>
Other income	28	45,427,639	24,643,830
<b>Loss before Taxation</b>		<b>(141,507,097)</b>	<b>(288,735,271)</b>
Taxation - net	29	(7,543,616)	(11,340,313)
<b>Loss after Taxation</b>		<b>(149,050,713)</b>	<b>(300,075,584)</b>
Loss per share for the year - basic and diluted	30	<b>(2.41)</b>	<b>(4.86)</b>

The annexed notes 1 to 37 form an integral part of these financial statements.

Chief Financial Officer

Chief Executive Officer

Director

# STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2022

Note	2022	2021
	(Rupees)	
Loss after Taxation	(149,050,713)	(300,075,584)
Other comprehensive income / (loss) for the year	-	-
Total comprehensive loss for the year	<u>(149,050,713)</u>	<u>(300,075,584)</u>

The annexed notes 1 to 37 form an integral part of these financial statements.



Chief Financial Officer



Chief Executive Officer



Director



# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2022

	Issued, subscribed and paid-up capital	Unappropriated profit	Total
	(Rupees)		
Balance as at January 01, 2021	617,742,560	1,157,244,225	1,774,986,785
Transfer upon merger		29,536,455	29,536,455
Loss for the year ended December 31, 2021	-	(300,075,584)	(300,075,584)
Other comprehensive loss for the year ended December 31, 2021	-	-	-
Balance as at December 31, 2021	<u>617,742,560</u>	<u>886,705,096</u>	<u>1,504,447,656</u>
Balance as at January 01, 2022	617,742,560	886,705,096	1,504,447,656
Loss for the year ended December 31, 2022	-	(149,050,713)	(149,050,713)
Other comprehensive loss for the year ended December 31, 2022	-	-	-
Balance as at December 31, 2022	<u>617,742,560</u>	<u>737,654,383</u>	<u>1,355,396,943</u>

The annexed notes 1 to 37 form an integral part of these financial statements.



Chief Financial Officer



Chief Executive Officer



Director





# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

Note	2022	2021
	(Rupees)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year before taxation	(141,507,097)	(288,735,271)
<b>Adjustment for:</b>		
Remuneration from funds under management - net	21 (173,162,686)	(154,827,719)
Remuneration from discretionary & non discretionary client of discretionary and non discretionary client portfolio	(1,830,386)	(2,533,960)
Commission from open end funds under management	22 (2,995,834)	(465,252)
Dividend income	23 (8,345,839)	(8,199,539)
Return on debt securities	11.2 (18,841,345)	(11,428,554)
Depreciation expense	5.1 & 5.2 61,553,881	68,847,027
Amortization expense	6 5,028,113	5,441,776
Financial charges	27 27,899,684	34,400,093
Return on bank deposits	(2,113,339)	(1,957,860)
Net gain on sale of investments classified as 'at fair value through profit or loss'	8,648,641	(11,076,059)
Net unrealised loss on remeasurement of investments classified as 'at fair value through profit or loss'	11.1 1,844,342	137,639,293
Gain on disposal of property and equipment	5.1.1 (23,884,335)	(16,309,097)
	(267,706,200)	(249,205,122)
<b>Working capital changes</b>		
(Increase) / decrease in current assets :		
Loans and advances - secured	223,766	1,350,147
Deposits, prepayments and other receivables	(40,687,157)	(49,963)
Increase / decrease in current liabilities:		
Accrued and other liabilities	(33,181,351)	(36,332,936)
	(73,644,742)	(35,032,752)
	(341,350,942)	(284,237,874)
Taxes paid - net	(11,189,422)	(9,815,871)
Remuneration and commission received from funds under management	158,536,034	162,170,732
<b>Net cash used in operating activities</b>	(194,004,330)	(131,883,013)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Investment made	(6,528,827,696)	(1,972,704,001)
Proceeds from sale of investments	6,711,365,080	2,079,330,844
Payments for purchase of property, equipment and intangible assets	(3,639,541)	(23,024,540)
Amalgamation of wholly owned subsidiary company		37,500,000
Dividends received	8,345,839	8,199,539
Return on bank deposits	2,033,919	1,957,860
Return on debt securities	18,625,685	11,428,554
Sale proceeds from disposal of property and equipment	30,990,000	25,644,400
<b>Net cash generated from investing activities</b>	238,893,286	168,332,656
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Unclaimed dividend paid	(23,235)	(237,074)
Lease rentals paid	(30,822,504)	(17,777,527)
Financial charges paid	(27,899,684)	(31,259,651)
Running Finance Facility obtained	-	340,844,067
Running Finance Facility settled	-	(340,844,067)
<b>Net cash used in financing activities</b>	(58,745,423)	(49,274,252)
<b>Net decrease in cash and cash equivalents during the year</b>	(13,856,467)	(12,824,609)
Cash and cash equivalents at beginning of the year	26,145,280	9,433,434
Transfer upon merger	-	29,536,455
<b>Cash and cash equivalents at the end of the year</b>	12,288,813	26,145,280

The annexed notes 1 to 37 form an integral part of these financial statements.

Chief Financial Officer

Chief Executive Officer

Director

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 1. STATUS AND NATURE OF BUSINESS

1.1 JS Investments Limited (the Company) is a public listed company incorporated in Pakistan on February 22, 1995 under the repealed Companies Ordinance, 1984 (now Companies Act, 2017). The shares of the Company are quoted on the Pakistan Stock Exchange Limited since April 24, 2007. The registered office of the Company is located at The Centre, 19th Floor, Plot No. 28, SB-5, Abdullah Haroon Road, Saddar, Karachi. The Company is a subsidiary of JS Bank Limited (which has 84.56 percent direct holding in the Company) which is a subsidiary of JSCL (Jahangir Siddiqui & Co. Ltd.), the Ultimate Parent.

The Company has obtained the license of an "Investment Advisor" and "Asset Management Company" (AMC) under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (the NBFC Rules) and the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the NBFC Regulations). In addition, the Company also acts as Pension Fund Manager under the Voluntary Pension System Rules, 2005. The Company has also acquired the Private Equity and Venture Capital Fund Management Services license and REIT Management Services license from Securities and Exchange Commission of Pakistan (SECP).

Pakistan Credit Rating Agency (PACRA) has assigned JS Investments' Management Quality Rating of AM2+ with a "stable" outlook. The rating denotes High Management Quality.

Geographical location and addresses of business units of the Company are as under:

Location	Address	Purpose
Karachi	The Centre, 19th Floor, Plot No. 28, SB-5 Abdullah Haroon Road Saddar, Karachi.	Head Office
Lahore	Ground Floor, No 25, Block 13, Plot No.1-4, Usman Block, New Garden Town, Lahore.	Branch Office
Islamabad	Office # 414, 4th Floor, PSX Building, Jinnah Avenue, Islamabad.	Branch Office

1.2 The Company is an asset management company, pension fund and private equity and venture capital manager for the following funds for the year ended December 31, 2022.

## 1.2.1 Open-end mutual funds

- JS Growth Fund
- Unit Trust of Pakistan
- JS Income Fund
- JS Islamic Fund
- JS Fund of Funds
- JS Islamic Income Fund
- JS Cash Fund
- JS Large Cap Fund
- JS Islamic Hybrid Fund of Funds
- JS Islamic Dedicated Equity Fund
- JS Islamic Daily Dividend Fund
- JS Momentum Factor Exchange Traded Fund
- JS Microfinance Sector Fund
- JS Rental REIT Fund
- JS Government Securities Fund

## Private Equity and Venture Capital Fund

- JS Motion Picture Fund

## Pension funds

- JS Pension Savings Fund
- JS Islamic Pension Savings Fund



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 3. BASIS OF PREPARATION

### 3.1 Statement of compliance

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan. The accounting and reporting standards applicable in Pakistan comprise of:

- International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017; and
- Provisions of and directives issued under the Companies Act, 2017 along with part VIIIA of the repealed Companies Ordinance, 1984; and
- Provisions of the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (the NBFC Rules), the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the NBFC Regulations); and
- Directives issued by the Securities and Exchange Commission of Pakistan (SECP).

Where the provisions and directives issued under the Companies Act, 2017, part VIIIA of the repealed Companies Ordinance, 1984, the NBFC Rules and the NBFC Regulations differ from the IFRS, the provisions of and directives issued under the Companies Act, 2017, part VIIIA of the repealed Companies Ordinance, 1984, the NBFC Rules and the NBFC Regulations have been followed.

### 3.2 Consolidation of mutual fund by the asset management company

The Securities and Exchange Commission of Pakistan (SECP) vide SRO 56 (1) / 2016 dated January 28, 2016, has notified that the requirements of IFRS 10 (Consolidated Financial Statements) and Section 237 of the repealed Companies Ordinance, 1984 (Section 228 of Companies Act 2017) are not applicable in case of investments made by companies in mutual funds established under Trust structure. Accordingly, the Company has not consolidated the financial position and result of operations of mutual funds managed by it in their financial statements.

### 3.3 Basis of measurement

These financial statements have been prepared under historical cost convention except for certain investments which are stated at fair value which disclosed in note 11.

### 3.4 Functional and presentation currency

These financial statements have been presented in Pakistani Rupees, which is the Company's functional and presentation currency.

### 3.5 Use of critical accounting estimates and judgments

The preparation of financial statements in conformity with approved accounting standards, as applicable in Pakistan, requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets, liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

The estimates and judgments that have a significant effect on the financial statements are as follows:

- i) Amortisation of intangible assets (notes 4.3 and 6);
- ii) Provision for taxation (notes 4.9 and 29);
- iii) Classification and valuation of investments (notes 4.4 and 11);
- iv) Determination and measurement of useful life and residual value of property and equipment (notes 4.2 and 5.1);
- v) Recognition and measurement of deferred tax assets and liabilities (notes 4.9 and 16); and
- vi) Leases (note 4.13).

### 3.6 New / Revised Standards, Interpretations and Amendments

There are certain interpretations and amendments that are mandatory for the Company's accounting periods beginning on or after January 01, 2022 but are considered not to be relevant or do not have any significant effect on the Company's operations and therefore not detailed in these financial statements.

### 3.7 New accounting standards / amendments and IFRS interpretations that are not yet effective

The following International Financial Reporting Standards (IFRS Standards) as notified under the Companies Act, 2017 and the amendments and interpretations thereto will be effective for accounting periods beginning on or after 1 January 2023:

- Classification of liabilities as current or non-current (Amendments to IAS 1 in January 2020) apply retrospectively for the annual periods beginning on or after 1 January 2024 (as deferred vide amendments to IAS 1 in October 2022) with earlier application permitted. These amendments in the standards have been added to further clarify when a liability is classified as current. Convertible debt may need to be reclassified as 'current'. The standard also amends the aspect of classification of liability as non-current by requiring the assessment of the entity's right at the end of the reporting period to defer the settlement of liability for at least twelve months after the reporting period. An entity's expectation and discretion at the reporting date to refinance or to reschedule payments on a long-term basis are no longer relevant for the classification of a liability as current or non-current. An entity shall apply those amendments retrospectively in accordance with IAS 8.
- Non-current Liabilities with Covenants (amendment to IAS 1 in October 2022) aims to improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with conditions. The amendment is also intended to address concerns about classifying such a liability as current or non-current. Only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current. Covenants with which the company must comply after the reporting date (i.e. future covenants) do not affect a liability's classification at that date. However, when non-current liabilities are subject to future covenants, companies will now need to disclose information to help users understand the risk that those liabilities could become repayable within 12 months after the reporting date. The amendments apply retrospectively for annual reporting periods beginning on or after 1 January 2024, with earlier application permitted. These amendments also specify the transition requirements for companies that may have early-adopted the previously issued but not yet effective 2020 amendments to IAS 1 (as referred above).
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the Board has issued amendments on the application of materiality to disclosure of accounting policies and to help companies provide useful accounting policy disclosures. The key amendments to IAS 1 include:
  - requiring companies to disclose their material accounting policies rather than their significant accounting policies;
  - clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
  - clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

The Board also amended IFRS Practice Statement 2 to include guidance and two additional examples on the application of materiality to accounting policy disclosures. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 with earlier application permitted.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

- Definition of Accounting Estimates (Amendments to IAS 8) introduce a new definition for accounting estimates clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an entity develops an accounting estimate to achieve the objective set out by an accounting policy. The amendments are effective for periods beginning on or after 1 January 2023, with earlier application permitted, and will apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the company applies the amendments.
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12) narrow the scope of the initial recognition exemption (IRE) so that it does not apply to transactions that give rise to equal and offsetting temporary differences. As a result, companies will need to recognize a deferred tax asset and a deferred tax liability for temporary differences arising on initial recognition of a lease and a decommissioning provision. For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognized from the beginning of the earliest comparative period presented, with any cumulative effect recognized as an adjustment to retained earnings or other components of equity at that date. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 with earlier application permitted.
- Lease Liability in a Sale and Leaseback (amendment to IFRS 16 in September 2022) adds subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements to be accounted for as a sale. The amendment confirms that on initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale-and-leaseback transaction. After initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognizes no gain or loss relating to the right of use it retains. A seller-lessee may adopt different approaches that satisfy the new requirements on subsequent measurement. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 with earlier application permitted. Under IAS 8, a seller-lessee will need to apply the amendments retrospectively to sale-and-leaseback transactions entered into or after the date of initial application of IFRS 16 and will need to identify and re-examine sale-and-leaseback transactions entered into since implementation of IFRS 16 in 2019, and potentially restate those that included variable lease payments. If an entity (a seller-lessee) applies the amendments arising from Lease Liability in a Sale and Leaseback for an earlier period, the entity shall disclose that fact.
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28) amend accounting treatment on loss of control of business or assets. The amendments also introduce new accounting for less frequent transaction that involves neither cost nor full step-up of certain retained interests in assets that are not businesses. The effective date for these changes has been deferred indefinitely until the completion of a broader review.

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- 4.1 The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous financial year.

### 4.2 Property and equipment

#### a) Owned assets

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for capital work-in-progress which is stated at cost less impairment, if any. All expenditures connected with specific assets incurred during installation and construction period are carried under capital work-in-progress.

Subsequent costs are included in the asset's carrying amounts or recognized as a separate asset, as appropriate, only when it is probable that future benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other subsequent costs including repair and maintenance are charged to the statement of profit or loss as and when incurred.

Depreciation is charged to statement of profit or loss by applying the straight-line method, whereby the cost of an asset is written off over its estimated useful life. The residual values and useful lives are reviewed, and adjusted, if required, at each reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

Depreciation on fixed assets is charged from the month in which the asset is available for use. No depreciation is charged for the month in which the asset is disposed off.

The residual value, useful lives and depreciation methods are reviewed at each reporting period and adjusted, if appropriate, to reflect the current best estimate.

## 4.3 Intangible assets

Intangible assets includes software with a finite useful life and are stated at cost less accumulated amortization and accumulated impairment losses, if any. Such intangible assets are amortized using the straight-line method taking into account residual value, if any, at the rate specified in note 5 to these financial statements. Amortization is charged from the date the asset is available for use while in the case of assets disposed off, it is charged till the date of disposal. The useful lives and amortization method are reviewed and adjusted, if appropriate, at each reporting date.

## 4.4 Financial instruments

### 4.4.1 Initial measurement of financial asset

The Company classifies its financial assets into following three categories:

- fair value through other comprehensive income (FVOCI);
- fair value through profit or loss (FVTPL); and
- measured at amortised cost.

A financial asset is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

#### Subsequent measurement

##### Debt Investments at FVOCI

These assets are subsequently measured at fair value. Interest / markup income calculated using the effective interest method, and impairment are recognised in the statement of profit or loss. Other net gains and losses are recognised in other comprehensive income. On de-recognition, gains and losses accumulated in other comprehensive income are reclassified to the statement of profit or loss.

##### Equity Investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in the statement of profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income and are never reclassified to the statement of profit or loss.

##### Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest / markup or dividend income, are recognised in the statement of profit or loss.

##### Financial assets measured at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest / markup income, and impairment are recognised in the statement of profit or loss.

### 4.4.2 Non-derivative financial assets

All non-derivative financial assets are initially recognised on trade date i.e. date on which the Company becomes party to the respective contractual provisions. Non-derivative financial assets comprises of loans and receivables that are financial assets with fixed or determinable payments that are not quoted in active markets. The Company derecognises the financial assets when the contractual rights to the cash flows from the asset expires or it transfers the rights to receive the

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

contractual cash flows in a transaction in which substantially all of the risk and rewards of ownership of the financial assets are transferred or it neither transfers nor retain substantially all of the risks and rewards of ownership and does not retain control over the transferred asset.

## 4.4.3 Offsetting of financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the financial statements only when the Company has a legally enforceable right to offset and the Company intends to either settle on a net basis, or to realise the assets and to settle the liabilities simultaneously. Income and expense items of such assets and liabilities are also offset and the net amount is reported in the financial statements only when permitted by the accounting and reporting standards as applicable in Pakistan.

## 4.4.4 Financial liabilities

Financial liabilities are initially recognised on trade date i.e. date on which the Company becomes party to the respective contractual provisions. Financial liabilities include mark-up bearing borrowings and trade and other payables. The Company derecognises the financial liabilities when contractual obligations are discharged, cancelled or expire. Financial liability other than at fair value through profit or loss are initially measured at fair value less any directly attributable transaction cost. Subsequent to initial recognition, these liabilities are measured at amortised cost using effective interest rate method.

## 4.5 Impairment

### 4.5.1 Financial assets

The Company recognises loss allowances for Expected Credit Losses (ECLs) in respect of financial assets measured at amortised cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balance for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than past due for a reasonable period of time. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Loss allowances for financial assets measured at amortised cost are deducted from the Gross carrying amount of the assets.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering of a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Based on the management assessment no ECL was required since the Company's financial assets at amortized cost are held with related parties or counterparties with low credit risk. Further, ECL calculated on Trade Debts was not required as the amount assessed was immaterial to the financial statement.

## 4.5.2 Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount, being higher of value in use and fair value less costs to sell, is estimated. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the consolidated statement of profit or loss.

## 4.6 Revenue recognition

- Remuneration for management services and asset investment advisory services are recognized on an accrual basis by applying pre-defined remuneration percentage on daily net asset value of the respective funds. The fee so charged does not exceed the limit prescribed in the NBFC Regulations / Voluntary Pension System Rules 2005.
- Realised gains / losses on sale of investments is recognized in the statement of profit or loss at the time of sale.
- Dividend income is recorded when the right to receive the dividend is established.
- Return on bank deposits, mark-up on term finance certificate, mark-up on letter of placements and mark-up on commercial papers are recognized on time proportionate basis by using effective rate of interest.
- Commission income from open end funds is recognized at the time of sale of units.
- Commission income and share of profit from management of discretionary and non discretionary client portfolios is recognized as services are rendered.

## 4.7 Staff retirement benefits - Staff Provident Fund

The Company operates an approved contributory provident fund for all of its permanent employees. The Company and employees make equal monthly contributions to the fund at the rate of 7.33 percent of the basic salary.

## 4.8 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the outflow can be made. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

## 4.9 Taxation

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the statement of profit or loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in that case it is recognized in equity or other comprehensive income respectively.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

Provision for current taxation is based on taxability of certain income streams of the Company under presumptive / final tax regime at the applicable tax rates and remaining income streams chargeable at current rate of taxation under the normal tax regime after taking into account tax credits and tax rebates available, if any.

## Deferred

Deferred tax is recognized using the balance sheet liability method on all major temporary differences between the carrying amount of assets and liabilities used for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised for all deductible temporary differences and carry-forward of unused tax losses, to the extent that it is probable that taxable profit or taxable temporary differences will be available against which the deductible temporary differences and / or carry-forward of unused tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax is charged or credited to the statement of profit or loss.

## 4.10 Cash and cash equivalents

Cash and cash equivalents for cash flow purposes include cash in hand, current and deposit accounts held with banks, running finance facilities availed by the Company (if any), which are payable on demand and form an integral part of the Company's cash management.

## 4.11 Earnings per share

Earnings per share is calculated by dividing the profit after tax for the year by the weighted average number of shares outstanding during the year.

## 4.12 Dividend and other appropriation to reserves

Dividend and appropriation to reserves are recognized in financial statements in the periods in which these are approved.

## 4.13 Leases

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guaranteed.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

## Significant judgement in determining the lease term of contracts with renewal options

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has the option, under some of its leases to lease the assets for additional terms of one to five years. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

The Company included the renewal period as part of the lease term for leases of Company's head office and branches due to the significance of these assets to its operations. These leases have a short non-cancellable period (i.e., three to five years) and there will be a significant negative effect on operations if a replacement is not readily available.

	Note	2022	2021
		(Rupees)	
5. PROPERTY AND EQUIPMENT			
Operating fixed assets	5.1	113,205,609	146,269,405
Right-of-use assets	5.2	162,061,005	194,099,697
Capital work-in-progress - advance against capex	5.3	387,400	778,871
		275,654,014	341,147,973

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 5.1 Operating fixed assets

	2022				
	Lease hold improvement	Furniture and fixtures	Office equipment	Vehicles	Total
	(Rupees)				
<b>At January 01, 2022</b>					
Cost	133,230,064	22,960,018	86,198,107	39,490,149	281,878,338
Accumulated depreciation	(38,003,819)	(8,146,263)	(68,391,697)	(21,067,153)	(135,608,933)
Net book value	95,226,245	14,813,755	17,806,410	18,422,995	146,269,405
<b>Year ended December 31, 2022</b>					
Opening net book value	95,226,245	14,813,755	17,806,410	18,422,995	146,269,405
Additions	-	-	3,557,057	-	3,557,057
Disposals - Cost	-	-	-	(24,209,324)	(24,209,324)
Disposals - Accumulated Depreciation	-	-	-	17,103,660	17,103,660
Depreciation charge for the year	(13,023,917)	(2,053,975)	(12,041,027)	(2,396,270)	(29,515,189)
Closing net book value	82,202,328	12,759,780	9,322,440	8,921,061	113,205,609
<b>At December 31, 2022</b>					
Cost	133,230,064	22,960,018	89,755,164	15,280,825	261,226,071
Accumulated depreciation	(51,027,736)	(10,200,238)	(80,432,724)	(6,359,764)	(148,020,462)
Net book value	82,202,328	12,759,780	9,322,440	8,921,061	113,205,609
Depreciation rate % per annum	10%	10%	25%	20%	
	2021				
<b>At January 01, 2021</b>					
Cost	133,230,064	20,457,942	84,169,140	50,967,599	288,824,745
Accumulated depreciation	(24,979,902)	(6,473,778)	(57,885,302)	(26,927,464)	(116,266,445)
Net book value	108,250,162	13,984,165	26,283,839	24,040,135	172,558,300
<b>Year ended December 31, 2021</b>					
Opening net book value	108,250,162	13,984,165	26,283,839	24,040,135	172,558,300
Additions	-	3,247,999	4,788,973	10,008,750	18,045,722
Disposals - Cost	-	(745,923)	(2,760,006)	(21,486,200)	(24,992,129)
Disposals - Accumulated Depreciation	-	207,654	2,716,804	12,732,368	15,656,826
Depreciation charge for the year	(13,023,917)	(1,880,139)	(13,223,200)	(6,872,058)	(34,999,314)
Closing net book value	95,226,245	14,813,755	17,806,410	18,422,995	146,269,405
<b>At December 31, 2021</b>					
Cost	133,230,065	22,960,018	86,198,107	39,490,149	392,057,427
Accumulated depreciation	(38,003,818)	(8,146,263)	(68,391,697)	(21,067,153)	(245,788,022)
Net book value	95,226,247	14,813,755	17,806,410	18,422,995	146,269,405
Depreciation rate % per annum	10%	10%	25%	20%	

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 5.1.1 Details of operating fixed assets disposed of:

Description	Cost	Accumulated depreciation	Net book value	Sale proceeds	Gain / (loss)	Mode of disposal	Particulars of buyer
	(Rupees)						
Wagon R VXL	1,089,890	722,052	367,838	1,280,000	912,162	Third party via bid	Muhammad Talha Usman
Honda Civic	2,423,960	1,817,970	605,990	2,900,000	2,294,010	Third party via bid	Noman Usman
Suzuki Swift	1,499,510	1,124,633	374,877	1,520,000	1,145,123	Third party via bid	Tahir Bilal Saleem
Honda Civic	2,423,960	1,817,969	605,991	2,940,000	2,334,009	Employee via bid	Malik Zafar Javaid
Toyota Corolla GII	1,886,625	1,414,969	471,656	2,425,000	1,953,344	Third party via bid	Syed Shiraz Ahmed
Honda City	1,929,970	1,032,075	897,895	2,450,000	1,552,105	Employee via bid	Raja Kamran Nazir
Honda City	1,921,750	1,056,962	864,788	2,450,000	1,585,211	Employee via bid	Atham Elahi Usmani
Honda Civic	2,423,960	1,817,970	605,990	2,900,000	2,294,010	Third party via bid	Musa Raza Kazmi
Wagon R VXL	1,069,740	802,305	267,435	1,570,000	1,302,565	Employee via bid	Ajaz Ali
Wagon R VXL	1,069,740	802,305	267,435	1,550,000	1,282,565	Third party via bid	Muhammad Talha Usman
Wagon R VXL	1,069,740	802,305	267,435	1,570,000	1,302,565	Third party via bid	Syed Bilal Ahmed Alvi
Toyota Corolla GII	1,886,629	1,438,555	448,074	2,575,000	2,126,926	Third party via bid	Ali Raza Kazmi
Wagon R VXL	1,089,890	817,417	272,473	1,560,000	1,287,527	Third party via bid	Ali Raza Kazmi
Honda Civic	2,423,960	1,636,173	787,787	3,300,000	2,512,213	Third party via bid	Musa Raza Kazmi
<b>As at December 31, 2022</b>	<b>24,209,324</b>	<b>17,103,660</b>	<b>7,105,664</b>	<b>30,990,000</b>	<b>23,884,335</b>		
<b>As at December 31, 2021</b>	<b>24,403,335</b>	<b>15,068,032</b>	<b>9,335,303</b>	<b>25,644,400</b>	<b>16,309,097</b>		

5.1.2 The cost of fully depreciated assets as at December 31, 2022 is Rs. 54.448 (2021: Rs.38.659) million and are still in active use of the company.

## 5.2 Right-of-use assets

As at January 01  
Modification of lease  
Depreciation expense  
As at December 31

	2022	2021
	(Rupees)	
	194,099,697	225,017,100
	-	2,930,310
	(32,038,692)	(33,847,713)
	162,061,005	194,099,697
<b>Opening Balance</b>	<b>778,871</b>	<b>1,611,934</b>
<b>Additions</b>	<b>4,402,374</b>	<b>21,412,606</b>
<b>Transfers</b>	<b>(4,793,845)</b>	<b>(22,245,669)</b>
<b>Closing Balance</b>	<b>387,400</b>	<b>778,871</b>

## 5.3 Advance against Capital Work in Progress

Opening Balance  
Additions  
Transfers  
Closing Balance



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 6. INTANGIBLE ASSETS

### At January 01

	2022	2021
Cost	62,918,580	58,718,633
Accumulated amortization	(51,924,570)	(46,482,794)
Net book value	10,994,010	12,235,839

### Year ended December 31

Opening net book value	10,994,010	12,235,839
Additions during the year	504,000	4,199,947
Amortization for the year	(5,028,113)	(5,441,776)
Closing net book value	6,469,897	10,994,010

### At December 31

Cost	63,422,580	62,918,580
Accumulated amortization	(56,952,683)	(51,924,570)
Net book value	6,469,897	10,994,010

Amortization rate % per annum

20%	20%
-----	-----

- 6.1 The cost of fully amortized assets as at December 31, 2022 is Rs. 41.42 million (2021: Rs. 33.86 million).

Note

## 7. LONG-TERM LOANS AND PREPAYMENTS - SECURED

	2022	2021
Loans to employees	1,485,857	419,913
Less: Current portion	(317,533)	(343,636)
	1,168,324	76,277
Long term prepayment	3,935,342	3,935,342
Less: Amortisation	(2,557,202)	(2,163,668)
Less: Current portion	(393,534)	(393,534)
	984,606	1,378,140
	2,152,930	1,454,417

- 7.1 These represent loans given to employees for purchase of motor vehicles loans and staff personal loans recoverable through deduction from salaries over varying periods from four to five years. These loans are granted in accordance with the terms of employment. The motor vehicle loans are secured by way of title to the motor vehicles being held in the name of the Company and staff personal loan are secured by way of staff provident fund balance and these loans are carrying mark-up at rates ranging from 5.10% to 15.71% (2021: 3.58% to 8.17%) per annum. The Company has not discounted these loans at market interest rates as the effect of such discounting is not material to these financial statements. The company reimburses mark up on house loans over and above KIBOR rate not exceeding the cap of 2%.

The maximum aggregate amount due from employees outstanding at the end of any month during the year was Rs. 1.49 (2021: Rs.0.43) million.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

- 7.2 This represents payment made in respect of club membership fee for ten years to Karachi Boat Club and amortizes over the period.

## 8. BALANCES DUE FROM FUNDS UNDER MANAGEMENT - RELATED PARTIES

### 8.1 Balances due from funds under management

#### Open end Funds(Collective Investment Schemes)

	2022	2021
JS Value Fund	14,349,827	14,349,827
JS Growth Fund	36,036,965	37,888,132
JS Large Cap Fund	11,643,823	11,861,856
Unit Trust of Pakistan	17,044,374	17,181,228
JS Income Fund	5,329,790	5,214,940
JS Islamic Fund	5,763,843	6,109,768
JS Fund of Funds	537,684	536,215
JS Pension Savings Fund	3,590,483	3,587,936
JS Islamic Pension Savings Fund	1,824,387	1,915,593
JS Islamic Income Fund	2,533,612	1,478,388
JS Cash Fund	15,620,427	4,391,018
JS Islamic Hybrid Fund of Funds	314	2,682
JS Islamic Dedicated Equity Fund	55,936	365,048
JS Islamic Hybrid Fund of Funds - 3	934	14,562
JS Motion Picture Fund	-	81,087
JS Islamic Daily Dividend Fund	476,709	179,074
JS Microfinance Sector Fund	2,782,622	-
JS Rental REIT Fund	3,850,715	-
JS Government Securities Fund	3,167,781	-
	124,610,226	105,157,354

- 8.2 Balances due from funds under management primarily represent accrual of management fee, sales tax and federal excise duty. Management fee is received within next month from the date of accrual.

Note

## 9. LOANS AND ADVANCES

	2022	2021
Current portion of long-term loans to employees -secured	317,533	343,636
Unsecured advances to		
- employees	1,793,687	2,231,362
- suppliers	225,000	683,501
	2,018,687	2,914,863
	2,336,220	3,258,499

## 10. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Sales Tax on rent & other receivable from related parties	10.1	68,188,638	32,574,180
Security deposits	10.2	5,097,781	4,548,956
Prepayments		14,897,422	12,871,063
Others	10.3	9,459,727	6,962,212
		97,643,568	56,956,411
Provision against other receivable from related parties	10.4	(296,353)	(296,353)
		97,347,215	56,660,058

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

**10.1** This represents balances due from related parties on account of rent and other expenses incurred on their behalf. It also includes Rs.14.12 (2021: Rs.3.087) million of expenses incurred on the formation cost on behalf of funds under management.

**10.2** This includes 2.34 million (2021 : Nil) security deposit with related party i.e. JS Rental REIT Fund.

**10.3** This includes 4.08 million (2021 : 308) pertaining to formation cost of upcoming funds under management.

Note	2022	2021
	(Rupees)	
<b>10.4 Movement in provision against other receivable</b>		
Opening balance	296,353	-
Provision made during the year	-	296,353
Closing balance	<u>296,353</u>	<u>296,353</u>

## 11. OTHER FINANCIAL ASSETS - INVESTMENTS

### Investments by category

#### At fair value through profit or loss'

Investment in units of mutual funds under management - related parties	11.1	<u>1,034,071,682</u>	1,227,102,015
Unlisted debt security - Term Finance Certificate [5,000 certificates (2021: 5,000 certificates)]	11.2	<u>125,000,000</u>	125,000,000
		<u>1,159,071,682</u>	<u>1,352,102,015</u>
		<u>1,159,071,682</u>	<u>1,352,102,015</u>

### 11.1 Units of mutual funds - 'At fair value through profit or loss' (related parties)

Number of units			2022	2021
2022	2021		Average cost	Fair value
			(Rupees)	
2,682,101	-	JS Microfinance Sector Fund	269,685,303	269,953,513
2,152,338	-	JS Islamic Income Fund	240,000,000	240,093,268
22,727	213,852	JS Islamic Pension Savings Fund - Debt	5,912,752	6,357,981
1,976	222,303	JS Islamic Pension Savings Fund - MM	445,594	499,947
61,437	137,349	JS Pension Savings Fund Debt	19,884,179	22,095,922
85,028	177,463	JS Pension Savings Fund Money Market	22,163,478	25,107,158
148,003	419,093	JS Cash Fund	15,149,562	15,170,283
1,000,000	1,000,000	JS Motion Picture Fund	21,520,000	22,900,000
101,755	147,900	JS Islamic Pension Savings Fund - Equity	64,762,098	59,630,583
141,420	205,210	JS Pension Savings Fund Equity	64,750,707	57,500,087
5,317,939	3,373,965	JS Fund of Funds	306,642,351	309,876,329
50,892	-	JSIHFOF - ICPAP-7	5,000,000	4,886,611
-	461,361	JS Income Fund	-	-
-	61,443	JSIHFOF - Mutanesib	-	-
-	3,175,696	JS Growth Fund	-	-
			<u>1,035,916,024</u>	<u>1,034,071,682</u>
		Unrealised loss on remeasurement at fair value - net	<u>(1,844,342)</u>	-
			<u>1,034,071,682</u>	<u>1,227,102,015</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 11.2 Investment in Debt Security - Term Finance Certificate

This represents investment in AA+ rated, unsecured, subordinated, perpetual and non-cumulative term finance certificate of Bank AL Habib Limited, having face value of Rs.5,000 per certificate and carries profit at the rate of 6 Months KIBOR + 1.50% per annum since 2018.

Note	2022	2021
	(Rupees)	
<b>12 Long term investment</b>		
Shares of Mutual Funds Association of Pakistan at fair value through profit or loss	12.1	<u>265,000</u>

**12.1** "Mutual Funds Association of Pakistan (MUFAP) has converted into a Self-Regulatory Organization (SRO) upon the directive of SECP and thus, is required to be registered under Section 42 of the Companies Act, 2017. Since it was converted into a SRO, the capital requirements were met from all the Asset Management Companies (AMCs) who are also the members of MUFAP. All AMCs contributed equally towards the share capital of MUFAP by subscribing for 26,500 shares at a par value of Rs. 10 each, the Company also subscribed for the shares of MUFAP being its member.

Note	2022	2021
	(Rupees)	
<b>13. CASH AND BANK BALANCES</b>		
Cash in hand	57,262	100,124
Cash at bank in:		
Current accounts	549,733	569,933
Saving accounts	11,681,818	25,475,223
	<u>12,231,551</u>	<u>26,045,156</u>
	<u>12,288,813</u>	<u>26,145,280</u>

**13.1** These carry mark-up at the rates ranging from 11.75% to 14.50% (2021: 5.50% to 11.75%) per annum. It includes Rs. 9.850 (2021: Rs. 23.694) million held with JS Bank Limited (the Parent Company)



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 14. SHARE CAPITAL

Authorised share capital

2022	2021		2022	2021
Number of Shares			Number of Shares	
200,000,000	200,000,000	Ordinary shares of Rs.10 each	2,000,000,000	2,000,000,000
50,000,000	50,000,000	Convertible preference shares of Rs.10 each	500,000,000	500,000,000
<b>250,000,000</b>	<b>250,000,000</b>		<b>2,500,000,000</b>	<b>2,500,000,000</b>

## Issued, subscribed and paid-up capital

2022	2021		2022	2021
Number of Shares			Number of Shares	
21,250,000	21,250,000	Ordinary shares of Rs.10 each issued as fully paid in cash	212,500,000	212,500,000
700,000	700,000	Fully paid ordinary shares of Rs.10 each issued on amalgamation with Confidence Financial Services Limited	7,000,000	7,000,000
78,050,000	78,050,000	Ordinary shares of Rs.10 each issued as fully paid bonus shares	780,500,000	780,500,000
(38,225,744)	(38,225,744)	Shares repurchased (2015: 19.8 million and 2019: 18.4 million)	(382,257,440)	(382,257,440)
<b>61,774,256</b>	<b>61,774,256</b>		<b>617,742,560</b>	<b>617,742,560</b>

14.1 As at year end, JS Bank Limited, the Parent Company, holds 52,236,978 i.e. 84.56% (2021: 52,236,978 i.e. 84.56%) shares in the Company.

14.2 There is only one class of ordinary shares issued.

14.3 Voting rights, board selection, right of first refusal and block voting are in proportion to their shareholding.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

Note	2022	2021
	(Rupees)	
<b>15. GOVERNMENT GRANT</b>		
<b>15.1 Movement of Government grant</b>		
Opening balance	1,301,172	4,604,021
Received during the year	-	-
Released to the statement of profit or loss	(1,301,172)	(3,302,849)
Closing balance	-	1,301,172
Current Portion of Government Grant	-	1,301,172
Long - term Portion of Government Grant	-	1,301,172

15.2 The Government grant has been recorded against subsidized rate loan obtained to a refinance scheme introduced by State Bank of Pakistan to provide working capital loan at concessional mark-up rates for businesses to finance salary expense during the COVID-19 outbreak. The grant was conditional upon the fact that the Company would not terminate any employee, due / owing to cash flow limitations, for a period of three months from the date of receipt of the first tranche.

Note	2022	2021
	(Rupees)	
<b>16. LONG-TERM FINANCING</b>		
<b>- Salaries and Wages</b>		
Current maturity of long term financing	-	38,778,533
	-	38,778,533

16.1 In the year 2020, the Company had availed salary refinance facility from JS Bank Ltd. (the parent company) under the State Bank of Pakistan's (SBP) "Refinance scheme for payment of wages and salaries to the workers and employees of Business concern" due to coronavirus pandemic for a period of two years and six months (inclusive of grace period of six months). In the year, the Company obtained the loan in two tranches in August 2020 and October 2020. This facility is secured by pledge of JS Income fund and JS Growth fund. This facility carries mark-up at concessional rate of 3% per annum. Principal amount is payable in 8 equal quarterly installment and repayment of financing has been started from January 2021.

16.2 During the year, the above facility has been settled in full.

## 17. DEFERRED TAXATION

Net deferred tax asset to the extent of Rs. 149.821 (2021: Rs. 173.684) million on accumulated losses of Rs. 516.635 (2021: Rs. 598.910) million has not been recognized in these financial statements as the management of the Company is of the view that it is not probable, that sufficient taxable profits will be available in the foreseeable future against which deductible temporary differences, unused tax losses and unused tax credits can be utilised.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 18. LEASE LIABILITIES

Lease liabilities as on 01 January  
Effect of lease modification  
Additions during the year  
Interest expense  
Disposals during the year  
Rental payments  
Lease liabilities as on 31 December

Less: Current portion of lease liabilities  
Non Current portion of lease liabilities

	2022	2021
	(Rupees)	
	268,805,459	282,124,167
	-	214,516
	-	8,557,200
	27,332,391	30,274,605
	(3,720,234)	(4,312,897)
	(54,434,661)	(48,052,132)
	237,982,955	268,805,459
	(24,248,384)	(33,619,784)
	213,734,571	235,185,675

- 18.1 The liability against assets subject to finance lease represents the lease entered into with a Modaraba for 3 different vehicles (2021: 13 vehicle). The periodic lease payments include profit rates ranging from KIBOR 3M to 6M plus 1% to 1.5% with floor of 7% to 7.5% and ceiling of 20% (2021: KIBOR 3M to 6M plus 1% to 1.5% with floor of 7% to 7.5% and ceiling of 20%) per annum. The Company, shall subject to compliance with the conditions specified in the lease agreements, purchase the assets from the lessor. There are no financial restrictions in the lease agreements.

Note

## 19. ACCRUED AND OTHER LIABILITIES

Federal excise duty payable  
Sales tax payable  
Staff bonus accrued  
Accrued expenses  
Provision for Sindh Workers' Welfare Fund  
Salary payable  
Fee and commission payable  
Term finance - salaries and wages  
Other liabilities

19.1  
19.2

	2022	2021
	(Rupees)	
	92,244,587	92,244,587
	22,703,143	18,365,338
	17,000,007	16,901,259
	15,527,028	15,326,094
	11,286,114	11,286,114
	320,746	2,047,965
	5,971,775	1,868,828
	-	1,301,172
	8,427,810	8,542,671
	173,481,210	167,884,028

- 19.1 This represents amount payable against Federal Excise Duty (FED) on management fees received / receivable from the Funds under management. The amount is being held for payment to Federal Board of Revenue on the basis of stay order of the Honorable High Court of Sindh dated September 04, 2013. The stay order was granted as a result of petition filed by asset management companies on the forum of MUFAP against the amendment in Finance Act, 2013 which levied FED on the fees received by asset management companies from funds under management.

The Honorable Sindh High Court in its decision dated July 16, 2016 maintained the previous order passed against other constitutional petition whereby levy of FED is declared to be 'Ultra Vires' the Constitution. On September 23, 2016, the Federal Government has filed an appeal against the said order in the Honorable Supreme Court of Pakistan (SCP) and thus, the previous balance of FED has not been reversed.

Further, the Federal Government vide Finance Act, 2016 has excluded asset management companies and other non-banking finance companies from charge of FED on their services. Accordingly, no provision for FED is made from July 01, 2016 onwards.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

- 19.2 In view of promulgation of Sindh Workers Welfare Fund Act, 2014, wherein the financial institutions have also been brought into definition of Industrial establishments, the Company has maintained an aggregated provision against Sindh Workers Welfare Fund as the year end amounting to Rs.11.286 (2021: Rs.11.286) million. The Company is under litigation with Sindh Revenue Board vide Constitution Petition No. 1005 dated February 13, 2019, filed before the Honorable Sindh High Court, which is a pending adjudication.

## 20. CONTINGENCIES AND COMMITMENTS

### 20.1 Contingencies

- 20.1.1 In respect of the appeals filed by the Company before Commissioner Inland Revenue (Appeals) [CIR (Appeals)] against orders passed for tax years 2006 and 2009 against demand of Rs. 162 million and Rs. 66 million respectively, the CIR (Appeals) had not accepted the basis of additions by tax authorities and set aside both the orders in respect of allocation of expenses between various sources of income for fresh proceedings with the directions to apportion the common expenditure according to actual incurrence of expenditure to the various sources of income.

In respect of the above said order of CIR (Appeals) for tax years 2006 and 2009, the Company filed second appeal before the Appellate Tribunal Inland Revenue (ATIR) in respect of apportionment of expenses. The ATIR vide order dated April 20, 2017 deleted the additions on proration of expenses for tax year 2006 however, confirmed the CIR(A)'s order whereby CIR(A) remanded back / set-aside the issue of apportionment of expenses.

The Appellate Tribunal Inland Revenue vide order dated May 21, 2016 deleted the additions of tax amortization of management rights and remanded back the issues of disallowed provisions and advertisement expenses for the tax year 2009.

The tax authorities issued orders giving effect (hereinafter referred collectively as 'appeal effect orders') to the order of CIR (Appeals) for both tax years 2006 and 2009 whereby demands for these tax years were reduced to Rs. 77.33 million and Rs. 59.93 million respectively. As the allocation of expenditure in the said appeal effect orders was not made according to actual incurrence of expenditure to the various sources of income, therefore, the Company again filed appeals before the CIR (Appeals) against the said orders.

In respect of second round of appeal filed by the Company before CIR (Appeals) against appeal effect orders for tax years 2006 and 2009, the CIR (Appeals) for tax year 2006 confirmed apportionment of expenditure made by the tax authorities in appeal effect order, however, adjustment of allowable expenses were set aside. For the tax year 2009, CIR (Appeals) had set aside the appeal effect order in entirety for fresh assessment, which is yet to be made by tax authorities.

The CIR (Appeals) also rectified the order passed by his predecessor for the tax year 2006, whereby the addition regarding the portion of capital gain included in dividend received from mutual funds was held deleted. Resulted appeal effect order reflects refund of Rs.29 million. The tax authorities have filed an appeal before ATIR against said order of CIR (Appeals) in respect of deletion of addition regarding the portion of capital gain included in dividend. The ATIR vide order dated December 07, 2016 set-aside with the direction that the ACIR should examine the issue in the light of FBR Circular letter dated September 10, 2002.

In respect of tax year 2006, management contends, based on views of its tax advisor, that amendment of assessment for such tax year by tax authorities is time barred. Accordingly, the Company has filed an appeal before the Appellate Tribunal Inland Revenue. The ATIR is of the view that the amendment of assessment is not time barred however, the ATIR deleted the addition of tax amortization of management right vide order dated February 10, 2017.

- 20.1.2 Order under section 122(1)(5) dated December 30, 2017 for the tax year 2015 passed by the DCIR created demand of Rs.40 million against which the Company has filed an appeal before the CIR(A). The DCIR considered our request for rectification and passed order under section 221 dated February 27, 2017 as a result of the above order the demand reduced to Rs.36.904 million. The CIR(A) vide order dated May 6, 2019 partly considered our submissions put before him. The DCIR passed appeal effect order dated February 17, 2020 determined refund of Rs 30.66 million. The company submitted appeal before the CIR (Appeal) against the appeal effect order. The Company also submitted appeal before the ATIR against the order of the CIR(A).



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

The DCIR passed order under section 122(1)(5) of the Income Tax Ordinance, 2001 dated June 23, 2014 and reduced the refund claim of Rs.8,499 million to Rs.3,102 million for the tax year 2012. The learned CIR (Appeal) vide order dated May 06, 2019 confirmed the ACIR's order and held that the appeal was not entertainable being barred by time limitation for the tax year 2012. The Company submitted appeal before the ATIR against the order of the CIR(A).

	2022	2021
	(Rupees)	
<b>20.2 Commitments in respect of:</b>		
Use of name and advisory payment - a related party	15,000,000	15,000,000
<b>21. REMUNERATION FROM FUNDS UNDER MANAGEMENT - NET</b>		
<b>Open end Funds</b>		
JS Value Fund	-	11,292,335
JS Growth Fund	46,061,005	52,375,396
Unit Trust of Pakistan	21,903,348	24,557,309
JS Income Fund	18,831,841	24,689,180
JS Islamic Fund	7,194,026	10,792,322
JS Fund of Funds	200,600	145,866
JS Islamic Hybrid Fund of Funds	17,544	123,410
JS Pension Savings Fund	5,550,598	6,296,600
JS Islamic Pension Savings Fund	1,978,920	3,304,705
JS Cash Fund	46,103,655	18,051,790
JS Islamic Income Fund	12,660,967	6,224,308
JS Islamic Dedicated Equity Fund	2,519,868	2,823,731
JS Large Cap Fund	7,797,611	10,803,939
JS Islamic Hybrid Fund of Funds - 3	40,865	762,416
JS Motion Picture Fund	410,987	1,257,508
JS Islamic Daily Dividend Fund	3,267,247	1,454,507
JS Microfinance Sector Fund	13,871,010	-
JS Momentum Factor Exchange Traded Fund	204,522	-
JS Rental REIT Fund	3,891,440	-
JS Government Securities Fund	3,167,781	-
	195,673,835	174,955,322
	195,673,835	174,955,322
Less: Sindh sales tax	(22,511,149)	(20,127,603)
	173,162,686	154,827,719

**21.1** Under the provisions of the NBFC Regulations and the NBFC Rules, the management company of the Fund is entitled to an accrued remuneration at the maximum rate of management fee chargeable to Collective Investment Scheme within allowed expense ratio limit. An Asset Management Company shall be entitled to an accrued remuneration that has been verified by the trustee and is paid in arrears. During the year ended December 31, 2022 the Company has charged management fee at the rates ranging from 0.00% to 2.00% (2021: 0.00% to 2.00%).

**21.2** Total net asset value of the Funds under management as at December 31, 2022 amounts to Rs.44,226 (2021: Rs.23,686) billion.

**21.3** Sindh Sales Tax is calculated at the rate of 13%

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

Note	2022	2021
	(Rupees)	
<b>22. COMMISSION FROM OPEN END FUNDS UNDER MANAGEMENT</b>		
Unit Trust of Pakistan	-	14,752
JS Islamic Fund	-	89,058
JS Fund of Funds	19,713	48,511
JS Value Fund	-	35,800
JS Growth Fund	-	9,188
JS Islamic Income Fund	80,441	89,021
JS Income Fund	-	70,276
JS Pension Savings Fund	11,573	47,710
JS Cash Fund	2,520,875	41,373
JS Large Cap Fund	-	19,563
JS Microfinance Sector Fund	240,796	-
JS Islamic Daily Dividend Fund	122,436	-
22.1	2,995,834	465,252
<b>22.1</b> This represents gross commission income earned by the Company on account of sale of units made on behalf of the funds under management.		
<b>23. DIVIDEND INCOME</b>		
At fair value through profit or loss - Funds under Management		
JS Income Fund	1,217,265	4,714,357
JS Cash Fund	1,833,753	35,198
JS Islamic Hybrid Fund of Fund	-	2,161,415
JS Microfinance Sector Fund	4,244,163	-
JS Islamic Daily Dividend Fund	1,050,658	1,288,569
	8,345,839	8,199,539
<b>24. REMUNERATION AND SHARE OF PROFIT FROM MANAGEMENT OF DISCRETIONARY CLIENT PORTFOLIOS AND NON DISCRETIONARY CLIENT PORTFOLIO</b>		

This represents commission income and share of profit earned by the Company from management of discretionary portfolios and non-discretionary portfolio. Currently, the Company is managing Twelve (2021: Nine) discretionary and One (2021: One) non-discretionary portfolios. The total cost and total market value of the unsettled client portfolios as at December 31, 2022 was Rs.570.30 (2021: Rs.657.17) million and Rs.556.12 (2021: Rs.630.05) million respectively.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	Note	2022	2021
		(Rupees)	
<b>25. ADMINISTRATIVE EXPENSES</b>			
Salaries and benefits		117,284,029	114,835,304
Directors' meeting fee		850,000	800,000
Staff retirement benefits	25.2	6,898,403	6,641,948
Staff bonus		17,000,004	16,901,256
Amortisation of intangible assets	6	5,028,113	5,441,776
Depreciation on property and equipments	5.1	29,515,189	34,999,314
Depreciation on right of use assets	5.2	32,038,692	33,847,713
Printing and stationery		1,399,399	2,617,921
Rent, rates, taxes and maintenance		11,670,236	4,982,387
Travelling, conveyance and vehicle maintenance		18,139,107	14,144,096
Share registrar / transfer agent remuneration		483,367	885,004
Postage and telephone		1,404,541	1,907,847
Legal and professional		14,578,203	18,893,413
Fees and subscription		13,470,837	11,486,882
IT services		22,069,418	23,077,142
Utilities		7,510,563	7,969,414
Office security		966,368	1,097,158
Insurance		7,842,792	8,434,118
Newspaper		80,796	32,542
Royalty Fees	25.3	15,000,000	15,000,000
Shariah advisory fee	25.4	152,105	102,076
Auditors' remuneration	25.5	2,526,186	1,819,530
Training and development		113,851	1,000,683
Miscellaneous expenses		4,123,381	5,788,965
Provision against other receivable from related parties	10.4	-	296,353
		330,145,579	333,002,842
Less: Reimbursement of Salaries & Admin Expenses	25.1	(11,222,001)	(6,244,966)
<b>Total - net of reimbursement</b>		<b>318,923,578</b>	<b>326,757,876</b>

- 25.1** This represent reimbursement of salaries & admin expenses from funds under management @ 0.1% on certain funds.
- 25.2** Based on un-audited financial statements of the Fund, the investments out of provident fund have been made in accordance with the provisions of section 218 of the Companies Act, 2017 and the Rules formulated for this purpose.
- 25.3** This represents the "Use of Name" on account of use of "JS" as a part of Company's name and "Advisory" fees paid to Mr. Jahangir Siddiqui (associated person) under two separate agreements dated August 01, 2006. His current address is House no. D-185, Clifton, Karachi.
- 25.4** This represents shariah advisory payment being made for consultation for JS Islamic Pension Savings Fund, JS Islamic Fund, JS Islamic Income Fund, JS Islamic Hybrid Fund of Funds series, JS Islamic Daily Dividend Fund and JS Islamic Dedicated Equity Fund.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	Note	2022	2021
		(Rupees)	
<b>25.5 Auditors' remuneration</b>			
Annual audit fee		1,370,401	1,100,000
Fee for review of the statement of compliance on Code of Corporate Governance		75,000	75,000
Fee for review of half yearly financial statements		319,000	290,000
		1,764,401	1,465,000
Out of pocket expenses		264,660	219,750
Sindh sales tax		162,325	134,780
		2,191,386	1,819,530
Other assignments		334,800	
		2,526,186	1,819,530
<b>26. SELLING AND DISTRIBUTION EXPENSES</b>			
Salaries and benefits		49,922,914	42,863,908
Staff retirement benefits	25.2	2,082,636	2,065,180
Utilities		2,326,538	2,255,393
Postage and telephone		440,047	575,401
Office security		444,195	464,691
Printing and stationery		70,602	176,746
Rent, rates, taxes and maintenance		8,629,410	8,915,740
IT services		3,873,059	4,064,576
Travelling, conveyance and vehicle maintenance		679,250	234,903
Fees and commission		15,518,648	5,159,830
Advertisement, selling and marketing expense		13,353,765	8,539,376
Miscellaneous expenses		712,025	729,314
		98,053,089	76,045,058
Less: Reimbursement of selling and distribution expenses	26.1	(61,145,169)	(70,974,276)
		36,907,920	5,070,782

- 26.1** As per circular 11/2019 dated July 05, 2019 of SECP, that superseded Circular No. 40 of 2016, Circular No. 05, of 2017 and Circular No. 05, of 2018. In this circular, selling and marketing expenses are allowed to be charged on all categories of open ended mutual funds managed by the Asset Management Company except for Fund of Funds. These expenses are counted in the Total Expense Ratio Cap of the Fund.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

Note	2022	2021
	(Rupees)	
<b>27. FINANCIAL CHARGES</b>		
Bank charges	119,131	256,101
Interest expenses on Term Finance (Wages & Salaries)	448,162	1,661,692
Financial charges for utilization of running finance facility from JS Bank Limited	-	2,207,695
Financial charges against lease liability	27,332,391	30,274,605
	<u>27,899,684</u>	<u>34,400,093</u>
<b>28. OTHER INCOME</b>		
<b>Income from financial assets</b>		
Mark-up on loans to employees	141,774	38,338
Liabilities no longer required written back	17,713,897	5,812,802
<b>Income from non-financial assets</b>		
Gain on disposal of property and equipment	23,884,335	16,309,097
Gain on termination of lease	-	2,266,125
Rental income	2,536,783	-
Others	1,150,850	217,468
	<u>45,427,639</u>	<u>24,643,830</u>

28.1 This represent rental income from the tenant for the portion of JS Investments Limited's office premises under sub-lease.

	2022	2021
	(Rupees)	
<b>29. TAXATION - Net</b>		
Current	7,543,616	11,340,313
	<u>7,543,616</u>	<u>11,340,313</u>

- 29.1 The Company computes tax provisions based on the generally accepted interpretations of the tax laws to ensure that sufficient provision for the purpose of taxation is available. Accordingly, the management of the Company has assessed the sufficiency of the tax provisions and believes that the tax provisions are sufficient to reflect the actual tax liability of the Company.
- 29.2 The income tax assessments of the Company have been finalized up to and including the assessment year 2002-2003 (financial year ended June 30, 2002). The income tax assessments for the tax years 2003 to 2005, 2007, 2008 and 2010 to 2021 have been filed under self assessment scheme and are deemed to be finalized under section 120 of the Income Tax Ordinance, 2001. The details of tax years 2006 and 2009 have been described in note 18.1 above.
- 29.3 The numerical reconciliation is not provided as the tax charge of the Company mainly comprises of minimum tax and tax at reduced rates under the relevant sections of Income Tax Ordinance, 2001.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	2022	2021
	(Rupees)	
<b>30. LOSS PER SHARE - Basic and diluted</b>		
Loss for the year after taxation	(149,050,713)	(300,075,584)
	Number of shares	
Weighted average number of ordinary shares outstanding during the year	61,774,256	61,774,256
Loss per share (Rupees)	(2.41)	(4.86)

30.1 Diluted earnings per share has not been presented as the Company does not have any convertible instruments in issue as at December 31, 2022 (2021: Nil) which would have any effect on the earnings per share if the option to convert is exercised.

## 31. REMUNERATION OF CHIEF EXECUTIVE, DIRECTORS AND EXECUTIVES

The aggregate amounts charged in the financial statements in respect of the remuneration, including benefits to the Chief Executive Officer, directors and executives of the Company are as follows:

	Chief Executive Officer		Executives	
	2022	2021	2022	2021
	(Rupees)			
Managerial remuneration	19,200,000	20,090,908	78,125,856	68,397,433
Bonus paid	3,000,000	-	7,943,057	8,750,562
Retirement benefits	1,407,360	1,472,663	5,162,996	4,484,794
Medical allowance	1,920,000	2,009,092	7,812,586	6,839,731
Other benefits & reimbursements	1,085,577	508,701	7,582,766	5,268,177
	<u>26,612,937</u>	<u>24,081,364</u>	<u>106,627,261</u>	<u>93,740,697</u>
Number of persons	1	2	26	23

- 31.1 These represent executives as prescribed under the Companies Act, 2017.
- 31.2 The Chief Executive Officer of the Company is provided with free use of company owned and maintained vehicle during the year.
- 31.3 The Company may provide performance bonus to the Chief Executive Officer and executives. The individual entitlements are being reported on paid basis.
- 31.4 In addition, meeting fees amounting to Rs.850,000 (2021: Rs.800,000) was paid to two non-executive directors for meetings attended during the year (2021: two non-executive directors). The non-executive directors are not entitled to any remuneration except meeting fees.
- 31.5 The number of persons does not include those who resigned during the year but remuneration paid to them is included in the above amounts.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 32. TRANSACTIONS AND OUTSTANDING BALANCES WITH RELATED PARTIES

Related parties comprise of JS Bank Limited (Parent Company), Jahangir Siddiqui & Co. Ltd. (Ultimate Parent Company), JS Global Capital Limited, the Funds under management and other companies with common directorship, staff provident fund and key management employees. Contributions to the accounts in respect of staff retirement benefits are made in accordance with terms of the contribution plans. Remuneration of the key management personnel are in accordance with the terms of their employment. Other transactions are carried out as per agreed terms. Transactions and balances with related parties can be summarized below:

	2022	2021
	(Rupees)	
<b>32.1 Transactions during the year</b>		
<b>32.1.1 Funds under management</b>		
Remuneration - net of taxes	173,162,686	154,827,719
Commission received	2,995,834	465,252
Investments made	6,528,827,696	1,972,704,001
Investments disposed off / matured	6,711,365,080	2,079,330,844
Expenses incurred on behalf of funds	97,438,401	84,408,925
Expenses reimbursed from funds	77,321,630	84,781,228
Dividend received	8,345,839	8,199,539
	2022	2021
	(Rupees)	
<b>32.1.2 Jahangir Siddiqui &amp; Co. Ltd. (JSCL)</b>		
Basis of relationship - Ultimate parent company		
Percentage of shareholding - JSCL holds 75.02% shares of JS Bank Limited (JSBL)		
Rent Paid	150,000	375,000
Reimbursement of annual subscription fee paid by JSCL to World Economic Forum on behalf of the Company	5,073,750	8,319,375
<b>32.1.3 JS Bank Limited (JSBL)</b>		
Basis of relationship - Parent company		
Percentage of shareholding - JSBL holds 84.56% shares of the Company		
Rent paid	2,853,114	2,679,488
Management fee sharing on distribution of mutual funds	-	2,858,326
Return on bank deposits	1,890,784	1,835,887
Running Finance Facility Obtained	-	340,844,067
Running Finance Facility Settled	-	340,844,067
Amount paid against Refinance Scheme for Salaries and Wages	40,092,979	40,092,980
Markup on Refinance Scheme for Salaries and Wages	448,162	1,611,544
Bank charges and Interest on Running Finance	116,196	2,257,843
<b>ASSOCIATED COMPANIES, FUNDS AND OTHER RELATED PARTIES</b>		
<b>32.1.4 Associated company - Jahangir Siddiqui &amp; Sons Limited (JSSONS)</b>		
Basis of relationship - Common directorship of the Group		
Reimbursements of expenses by the company	-	558,385
<b>32.1.5 Associated company - Fakhr-e-Imdad Foundation (FIF)</b>		
Basis of relationship - common directorship of the Company		
Reimbursements of expenses by the company	297,169	720,000

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	2022	2021
	(Rupees)	
<b>32.1.6 Associated company - EFU General Insurance</b>		
Basis of relationship - Ultimate parent company		
Percentage of shareholding - JSCL holds 21.10%		
Insurance premium paid	2,712,115	3,419,409
<b>32.1.7 Associated company - EFU Life Assurance</b>		
Basis of relationship - Ultimate parent company		
Percentage of shareholding - JSCL holds 20.05%		
Insurance premium paid	1,819,795	1,979,292
<b>32.1.8 Associated company - JS Investments Limited Staff Provident Fund (the Fund)</b>		
Basis of relationship - Employee benefit plan		
Expenses paid on behalf of the company	-	377,435
Reimbursements of expenses by the company	238,487	63,980
Provident fund contributions made	8,981,039	8,707,128
<b>32.1.9 Associated company - JS Global Capital Limited (JSGCL)</b>		
Basis of relationship - JSBL holds 92.90% shares of JSGCL		
Rent paid	11,827,222	11,264,022
Expenses paid on behalf of the company	472,939	759,997
Reimbursements of expenses by the company	278,200	1,015,815
<b>32.1.10 Common Substantial Shareholder - JS Lands (Private) Limited</b>		
Basis of Relationship - Common Substantial Shareholder		
Rent paid	14,375,003	28,850,100
Miscellaneous expense paid	19,070,412	16,566,212
<b>32.1.11 Common Directorship - Future Trust</b>		
Basis of relationship - common directorship of the Company		
Amount paid under corporate social activity	-	10,000
<b>32.1.12 Common Directorship - JS ABAMCO Commodities Limited</b>		
Basis of relationship - wholly owned subsidiary		
(i) Merger with JS Investments Limited	-	37,500,000
Based on approvals received during the period JS ABAMCO Commodities Limited was merged into JS Investments Limited on March 31, 2021.		
(ii) Transfer upon merger of accumulated profit	-	29,536,455
<b>32.1.13 Transactions with substantial shareholder of the Ultimate Parent Company</b>		
Use of name and advisory for the period	15,000,000	15,000,000



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	2022	2021
	(Rupees)	
<b>32.1.14 Transactions made with Directors and key personnel</b>		
Remuneration	108,727,716	100,467,195
Directors' fee	850,000	800,000
Disbursements of personal loans and advances	1,516,066	3,111,000
Repayments of loans and advances	1,280,057	4,170,030
<b>32.2 Balance outstanding with related parties</b>		
<b>32.2.1 Funds under management</b>		
Basis of relationship - Funds managed by the Company		
Receivable from funds under management	167,863,360	126,934,470
Payable to funds under management	2,783,318	2,317,092
<b>32.2.2 Jahangir Siddiqui &amp; Co. Ltd. (JSCL)</b>		
Basis of relationship - ultimate parent company		
Percentage of shareholding - JSCL holds 75.02% shares of JS Bank Limited (JSBL)		
Other Payables	-	75,000
<b>32.2.3 JS Bank Limited (JSBL)</b>		
Basis of relationship - Parent company		
Percentage of shareholding - JSBL holds 84.56% shares of the Company		
Bank balance	14,737,077	23,694,615
Other receivable	1,465,064	1,465,064
Rent receivable	2,409,149	2,409,149
Other payable	-	41,156,888
<b>32.2.4 Associated company - Jahangir Siddiqui &amp; Sons Limited (JSSONS)</b>		
Basis of relationship - Common ownership of the Group		
Rent receivable	2,486,352	2,486,352
<b>32.2.5 Jahangir Siddiqui Securities Services Ltd</b>		
Other Related Party		
Other Receivable	-	29,887
Rent receivable	94,429	94,429
<b>32.2.6 Associated Company - JS Private Equity (JSPE)</b>		
Basis of relationship - Common Substantial Shareholder		
Other receivable	1,625,826	1,625,826
Rent receivable	930,938	930,938
<b>32.2.7 Associated Company - Mahvash &amp; Jahangir Siddiqui Foundation (MJSF)</b>		
Basis of relationship - Common directorship of the Group		
Other receivable	-	130,554
Rent receivable	379,929	379,929
<b>32.2.8 Associated company - Fakhr-e-Imdad Foundation (FIF)</b>		
Basis of relationship - Common directorship of the Group		
Other receivable	-	297,169

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	2022	2021
	(Rupees)	
<b>32.2.9 Associated company - JS Global Capital Limited (JSGCL)</b>		
Other receivable	1,902,030	526,856
Rent receivable	181,957	181,957
<b>32.2.10 JS Investments Staff Provident Fund - (the Fund)</b>		
Post-Employment benefit fund		
Other Receivable	468	238,955
<b>32.2.11 Common Substantial Shareholder - JS Lands (Private) Limited</b>		
Basis of Relationship - Common Substantial Shareholder		
Other payable	2,282,942	2,792,020
Security deposit	2,023,467	2,023,467
Receivable against advance rent	12,447,629	-
Rent payable	9,815	19,630
<b>32.2.12 Outstanding from key management personnel</b>		
Receivable against loans and advances	936,009	700,000
Directors' fee payable	525,000	100,000
<b>32.2.13 Key management personnel and directors hold 5,000 shares in the Company</b>		
<b>32.3</b>		
Other balances outstanding with related parties as at the year end have been disclosed in the relevant balance sheet notes.		
<b>32.4</b>		
Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Management considers all members of the management team, including the Chief Executive Officer and Directors to be key management personnel.		
<b>32.5</b>		
There are no transactions with key management personnel other than those under their terms of employment.		
<b>32.6</b>		
Details of the remuneration relating to Chief Executive officer and directors are disclosed in note 31 to the financial statements.		
<b>33. OPERATING SEGMENTS</b>		
The Company functions as a single operating segment. Income derived from the management fees of open end collective investment schemes and pension funds and that derived from the management of the discretionary portfolios account for 99% and 1% (2021: 98% and 2%) respectively of the total income earned during the year.		
<b>34. FINANCIAL RISK MANAGEMENT</b>		
The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.		

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate and other price risk), credit risk and liquidity risk. Risks of the Company are being managed by the Company's management in accordance with the approved policies of the investment committee which provide broad guidelines for management of the above mentioned risks. The Board of Directors of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's financial assets primarily comprise of balance with banks, balances due from funds under management - related parties, loans and advances - secured, other financial assets - investments classified as: 'At fair value through profit or loss - units of mutual funds - related parties. The Company also has profit receivable, deposits and other receivables. The Company's principal financial liabilities include accrued and other liabilities.

## 34.1 Market risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument may fluctuate as a result of changes in market prices.

The Company manages market risk by monitoring exposure on marketable securities by following the internal risk management policies and investment guidelines approved by the Board and regulations laid down by the SECP, the NBFC Regulations and the NBFC Rules.

Market risk comprises of three types of risk: currency risk, interest rate risk and other price risk.

### 34.1.1 Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company, at present is not exposed to currency risk as all transactions are carried out in Pak Rupees.

### 34.1.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

#### a) Sensitivity analysis for variable rate instruments

Presently, the Company does not hold any variable profit based investment except balances with bank in deposit account and investment in term finance certificate exposing the Company to cash flow profit rate risk. In case of 100 basis points increase / decrease as on December 31, 2022, with all other variables held constant, the equity of the Company and net profit for the year would have been higher / lower by Rs.1.411 million (2021: Rs.1.504 million).

#### b) Sensitivity analysis for fixed rate instruments

As at December 31, 2022, the Company does not hold any fixed rate instruments, therefore the Company is not exposed to fair value profit rate risk.

Yield / interest rate sensitivity position for on-balance sheet financial instruments is based on the earlier of contractual repricing or maturity date and for off-balance sheet instruments is based on the settlement date.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

2022 Exposed to yield / interest rate risk					
Yield / effective interest rate (%)	Upto three months	More than three months and upto one year	More than one year	Not exposed to yield / interest risk	Total
(Rupees)					
On-balance sheet financial instruments					
Financial assets					
Long-term loans - secured	5.10% to 15.71%	-	42,614	-	42,614
Balances due from funds under management - related parties		-	-	124,610,226	124,610,226
Loans and advances - secured	5.10% to 15.71%	317,533	-	-	317,533
Deposits, prepayments and other receivables		-	-	82,746,146	82,746,146
Other financial assets - investments classified as:					
At fair value through profit or loss	6M KIBOR +1.50%	-	125,000,000	1,034,071,682	1,159,071,682
Cash and bank balances	11.75% to 14.50%	11,681,818	-	606,995	12,288,813
		11,681,818	317,533	1,242,035,049	1,379,077,014
Financial liabilities					
Accrued and other liabilities		-	-	38,657,231	38,657,231
Lease liabilities		3,781,754	213,734,571	-	237,982,955
		3,781,754	213,734,571	38,657,231	276,640,186
On-balance sheet gap					
		7,900,064	(88,691,957)	1,203,377,818	1,102,436,828



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

	2021 Exposed to yield / interest rate risk					
	Yield / effective interest rate (%)	Upto three months	More than three months and upto one year	More than one year	Not exposed to yield / interest risk	Total
(Rupees)						
On-balance sheet financial instruments						
<b>Financial assets</b>						
Long-term loans - secured	3.58% to 8.17%	-	-	76,277	-	76,277
Balances due from funds under management - related parties		-	-	-	105,157,354	105,157,354
Loans and advances - secured	3.58% to 8.17%	-	343,636	-	-	343,636
Deposits, prepayments and other receivables		-	-	-	44,085,348	44,085,348
Other financial assets - investments classified as:						
At fair value through profit or loss	6M KIBOR +1.50%	-	-	125,000,000	1,227,102,015	1,352,102,015
Cash and bank balances	5.50% to 8.75%	25,475,223	-	-	670,057	26,145,280
		25,475,223	343,636	125,076,277	1,377,014,774	1,527,909,910
<b>Financial liabilities</b>						
Accrued and other liabilities		-	-	-	36,009,366	36,009,366
Lease liabilities		3,781,754	29,838,030	235,185,675	-	268,805,459
		3,781,754	29,838,030	235,185,675	36,009,366	304,814,825
<b>On-balance sheet gap</b>		21,693,469	(29,494,394 )	(110,109,398 )	1,341,005,408	1,223,095,085

## 34.1.3 Other price risk

Other price risk is the risk that the fair value of the financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer or factors affecting all instruments traded in the market. The Company manages its exposure to price risk by investing in Companies as per the trust deed.

In case of a 5% increase / decrease in rates determined by MUFAP as on December 31, 2022, the equity of the Company would increase / decrease by Rs.51.703 (2021: Rs.61.355) million, as a result of reduction / increase in unrealized gains / (losses).

## 34.2 Credit risk

Credit risk arises from the inability of the issuers of the instruments, the relevant financial institutions or counter parties to fulfil their obligations. There is a possibility of default of issuers of the instrument, financial institutions or counter parties.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## Management of credit risk

The Company's policy is to enter into financial contracts with reputable counterparties in accordance with the internal risk management policies and investment guidelines approved by the Board of Directors. The Investment Committee closely monitors the creditworthiness of the Company's counterparties (e.g. issuer of the instruments, brokers, banks, etc.) by reviewing their credit ratings, financial statements and press releases on a regular basis. In addition the credit risk is also minimized due to the fact that the Company only invests in liquid equity and money market based collective investment schemes (CIS).

## Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is as follows:

	2022	2021
(Rupees)		
Long-term loans - secured	42,614	76,277
Balances due from funds under management - related parties	124,610,226	105,157,354
Loans and advances - considered good	317,533	343,636
Trade deposits and other receivables	82,746,146	44,085,348
Other financial assets - investments	1,159,071,682	1,352,102,015
Cash and bank balances	12,288,813	26,145,280
	<u>1,379,077,014</u>	<u>1,527,909,910</u>

## Past due or impaired financial assets

None of the financial assets are considered to be past due or impaired as at December 31, 2022 (2021: Nil)

## Concentration of the credit risk

Concentration of credit risk exists when changes in economic or industry factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Company's total credit exposure.

74.98% (2021: 80.29%) of the financial assets aggregating to Rs.1,029,185 (2021: Rs.1,227,102) million are invested in the Funds managed by the Company. The Company believes that underlying assets held by these funds are sufficiently diverse and therefore do not expose the Company to any major concentration risk.

Details of the credit ratings of the bank balances are as follows:

Banks	Ratings	Rating Agency	2022	2021
			Bank Balances	
MCB	AAA	PACRA	0.5%	0.3%
Bank Alfalah	AA+	PACRA	0.24%	0.34%
SBP	AA-	PACRA	99.27%	99.35%

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 34.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected or difficulty in raising funds to meet commitments associated with financial liabilities as they fall due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding to an adequate amount of committed credit facilities and the ability to close out market positions due to the dynamic nature of the business.

### Maturity analysis for financial liabilities

The table shown below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

2022					
	Carrying value	Upto one month	More than one month upto three months	More than three months and upto one year	More than one year
	(Rupees)				
<b>Liabilities</b>					
Accrued and other liabilities	38,657,231	-	38,657,231	-	-
Lease liabilities	237,982,955	1,269,535	2,512,219	20,466,630	213,734,571
	<u>276,640,186</u>	<u>1,269,535</u>	<u>41,169,450</u>	<u>20,466,630</u>	<u>213,734,571</u>
2021					
	Carrying value	Upto one month	More than one month upto three months	More than three months and upto one year	More than one year
	(Rupees)				
<b>Liabilities</b>					
Accrued and other liabilities	36,009,366	-	36,009,366	-	-
Lease liabilities	268,805,459	1,269,535	2,512,219	29,838,030	235,185,675
	<u>304,814,825</u>	<u>1,269,535</u>	<u>38,521,585</u>	<u>29,838,030</u>	<u>235,185,675</u>

## 34.4 Financial instruments by category

2022				
	Amortized Cost	At fair value through profit and loss	Fair value through other comprehensive income	Total
	(Rupees)			
<b>Assets</b>				
Long-term loans - secured	42,614	-	-	42,614
Balances due from funds under management - related parties	124,610,226	-	-	124,610,226
Loans and advances - secured	317,533	-	-	317,533
Deposits, prepayments and other receivables	82,746,146	-	-	82,746,146
Other financial assets - investments	-	1,159,071,682	-	1,159,071,682
Cash and bank balances	606,995	-	-	606,995
	<u>208,323,514</u>	<u>1,159,071,682</u>	<u>-</u>	<u>1,367,395,196</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## Liabilities

Accrued and other liabilities  
Lease liabilities

2022	
Amortised cost	Total
(Rupees)	
38,657,231	38,657,231
237,982,955	237,982,955
<u>276,640,186</u>	<u>276,640,186</u>

## Assets

Long-term loans - secured  
Balances due from funds under management - related parties  
Loans and advances - secured  
Deposit, prepayments and other receivables  
Other financial assets - investments  
Cash and bank balances

2021			
Amortized Cost	At fair value through profit and loss - held-for-trading	Fair value through other comprehensive income	Total
(Rupees)			
76,277	-	-	76,277
105,157,354	-	-	105,157,354
343,636	-	-	343,636
44,085,348	-	-	44,085,348
-	1,352,102,015	-	1,352,102,015
670,057	-	-	670,057
<u>150,332,672</u>	<u>1,352,102,015</u>	<u>-</u>	<u>1,502,434,687</u>

## Liabilities

Accrued and other liabilities  
Lease liabilities

2021	
Other financial liabilities	Total
(Rupees)	
36,009,366	36,009,366
268,805,459	268,805,459
<u>304,814,825</u>	<u>304,814,825</u>

## 34.5 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the processes, technology and infrastructure supporting the Company's operations either internally within the Company or externally at the Company's service providers, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of investment management behaviour. Operational risks arise from all of the Company's activities.

The Company's objective is to manage operational risk so as to balance limiting of financial losses and damage to its reputation with achieving its investment objective of generating returns for investors.

The primary responsibility for the development and implementation of controls over operational risk rests with the board of directors. This responsibility encompasses the controls in the following areas:



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

- requirements for appropriate segregation of duties between various functions, roles and responsibility;
- requirements for the reconciliation and monitoring of transactions;
- compliance with regulatory and other legal requirements;
- documentation of controls and procedures;
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- ethical and business standards; and
- risk mitigation, including insurance where this is effective.

## 35. FAIR VALUE OF FINANCIAL AND OTHER ASSETS

IFRS 13 - 'Fair Value Measurement' establishes a single source of guidance under IFRS for all fair value measurements and disclosures about fair value measurement where such measurements are required as permitted by other IFRSs. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price).

Financial assets which are tradable in an open market are revalued at the market prices prevailing on the balance sheet date. The estimated fair value of all other financial assets and liabilities is considered not significantly different from book value.

The following table shows financial instruments recognised at fair value, analysed between those whose fair value is based on:

- Level 1:** Fair value measurements using quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2:** Fair value measurements using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3:** Fair value measurements using inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

The table shown below analysis the financial instruments measured at the end of the reporting period by the level in the fair value hierarchy into which the fair value measurement is categorised:

	2022			
	Level 1	Level 2	Level 3	Total
	(Rupees)			
<b>Financial assets at fair value through profit or loss</b>				
Units of mutual funds - related parties	-	1,034,071,682	-	1,034,071,682
Term finance certificate	-	-	125,000,000	125,000,000
	-	1,034,071,682	125,000,000	1,159,071,682
	2021			
	Level 1	Level 2	Level 3	Total
	(Rupees)			
<b>Financial assets classified as at fair value through profit or loss held-for-trading</b>				
Units of mutual funds - related parties	-	1,227,102,015	-	1,227,102,015
Term finance certificate	-	-	125,000,000	125,000,000
	-	1,227,102,015	125,000,000	1,352,102,015

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

## 35.1 Valuation techniques used in determination of fair values within level 2:

34.1.1 Fair values of investment in mutual funds are measured on the basis of closing net asset value as announced by the respective Asset Management Company.

35.2 During the year ended December 31, 2022, there were no transfers between level 1 and level 2 fair value measurements, and no transfer into and out of level 3 fair value measurements.

## 36. CAPITAL RISK MANAGEMENT

The primary objective of the Company's capital management is to maintain healthy capital ratios, strong credit rating and optimal capital structures in order to ensure ample availability of finance for its existing and potential investment projects, to maximise shareholder value and reduce the cost of capital.

The Company manages its capital structure and makes adjustment to it, in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

## 37. GENERAL

37.1 Number of employees at the end of the year

Average number of employees during the year

2022	2021
(Rupees)	
85	90
85	97

37.2 These financial statements were authorised for issued on February 24, 2023 by the Board of Directors of the Company.

37.3 In compliance of the NBFC Rules read with SRO 1002(1)/2015 dated October 15, 2015 of SECP, the management would like to report that the Company has sufficient insurance coverage from an insurance company, rated AA++ by a rating agency registered with the Commission, against financial losses that may be caused as a result of gross negligence of its employees.

37.4 Corresponding figures have been reclassified / re-arranged wherever necessary to facilitate comparison in the presentation in the current year. However, there are no material reclassification / re-arrangement to report.

37.5 The figures in the financial statements have been rounded off to the nearest rupees.

Chief Financial Officer

Chief Executive Officer

Director

## STATEMENT OF VALUE ADDED AND ITS DISTRIBUTION

### Wealth Generated

Management Remuneration & Commission  
Investment & all other income

Management & other expenses

### Wealth Distributed

To employees  
To government

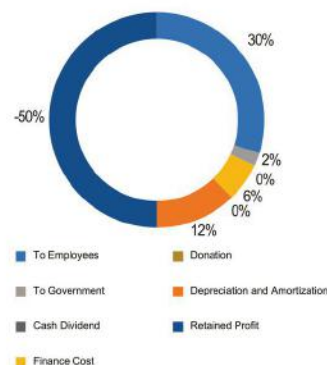
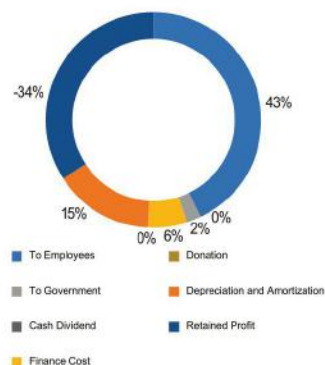
To shareholders  
Cash dividend

To providers of financial capital as financial cost

To society as donation

Retained in business  
Depreciation & amortization  
Retained profit/(loss)

	2022	2021
	(Rs. in '000)	(Rs. in '000)
Management Remuneration & Commission	177,989	157,826
Investment & all other income	64,235	(80,333)
	242,224	77,493
Management & other expenses	(96,062)	(74,233)
	<b>146,162</b>	<b>3,260</b>
To employees	193,187	183,307
To government	7,544	11,340
	200,731	194,647
To shareholders		
Cash dividend	-	-
To providers of financial capital as financial cost	27,900	34,400
To society as donation	-	-
Retained in business		
Depreciation & amortization	66,582	74,289
Retained profit/(loss)	(149,051)	(300,076)
	(82,469)	(225,787)
	<b>146,162</b>	<b>3,260</b>



## HORIZONTAL ANALYSIS

### Balance Sheet

Non - Current Assets  
Property and equipment  
Intangible assets  
Long-term loans and prepayments - considered good  
Long-term investment  
Long term investment in a subsidiary  
Total Non Current Assets

### Current Assets

Balances due from funds under management - related parties  
Loans and advances - considered good  
Deposits, prepayments and other receivables  
Other financial assets - investments  
Taxation - net  
Cash and bank balances  
Total Current Assets  
Total Assets

### EQUITY AND LIABILITIES

#### Share Capital and Reserves

#### Share Capital

Authorised capital  
Issued, subscribed and paid-up capital  
Unappropriated profit  
Capital repurchase reserve account  
Unrealised appreciation on remeasurement of  
\*available-for-sale financial assets - net  
Surplus on revaluation of fixed assets - net

### LIABILITIES

#### Non - Current Liabilities

Deferred Liabilities  
Long-term financing  
Deferred taxation  
Lease liabilities  
Total Non-Current Liabilities

#### Current Liabilities

Accrued and other liabilities  
Unclaimed dividend  
Dividend Payable  
Current maturity of long term financing  
Current maturity of lease liabilities  
Total Current Liabilities  
Total Liabilities  
Total Equity and Liabilities

### Profit & Loss Account

Remunerations Income  
Commission Income  
Investment Income  
Administrative & Marketing expense  
Selling & distribution expenses  
Operating profit/(loss)  
Other expenses  
Financial charges  
Other income  
Profit/(Loss) before tax  
Taxation - net  
Profit/(Loss) for the year

2022	2021	2020	2019	2018	2017	2022	2021	2020	2019	2018	2017
Rs in million						% increase /(decrease) over preceding year					
275.65	341.15	399.19	476.09	485.31	381.27	-19.2%	-14.5%	-16.2%	-1.9%	27.3%	2.0%
6.47	10.99	12.24	15.32	16.32	8.47	-41.2%	-10.2%	-20.2%	-6.1%	92.7%	423.5%
2.15	1.45	2.25	3.39	4.21	4.24	-48.0%	-35.4%	-19.5%	-19.5%	-0.6%	-40.9%
0.27	-	-	-	-	-	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%
-	-	37.50	37.50	37.50	37.50	-	-100.0%	0.0%	0.0%	0.0%	0.0%
284.54	353.60	451.18	532.30	543.33	431.47	-19.5%	-21.6%	-15.2%	-2.0%	25.9%	2.7%
124.61	105.16	109.50	123.07	112.83	110.22	18.5%	-4.0%	-11.0%	9.1%	2.4%	-4.3%
2.34	3.26	3.81	3.97	2.44	5.61	-28.3%	-14.5%	-4.1%	63.0%	-56.6%	194.6%
97.35	56.66	56.61	5	9.51	60.46	72.10	71.8%	0.1%	-4.9%	-1.6%	-16.2%
1,199.07	1,352.10	1,585.29	1,741.95	1,604.14	1,875.55	-14.3%	-14.7%	-9.0%	8.6%	-14.5%	-21.3%
91.59	87.94	89.47	87.78	89.52	86.64	4.1%	-1.7%	1.9%	-1.9%	1.0%	-22.1%
12.29	26.15	9.43	13.44	23.02	15.54	-53.0%	177.2%	-29.8%	-41.6%	48.1%	39.4%
1,487.24	1,631.26	1,854.11	2,029.73	1,892.40	2,167.05	-8.8%	-12.0%	-8.7%	7.3%	-12.7%	-18.3%
1,771.78	1,984.86	2,305.29	2,562.03	2,435.73	2,599.12	-10.7%	-13.9%	-10.8%	5.2%	-6.3%	-15.4%
2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
617.74	617.74	617.74	617.74	617.74	617.74	0.0%	0.0%	0.0%	-22.9%	0.0%	0.0%
737.65	886.71	1,157.24	1,197.05	751.74	700.84	-16.8%	-23.4%	-3.3%	59.2%	7.3%	0.1%
-	-	-	-	198.28	198.28	-	-	-	-100.0%	0.0%	0.0%
-	-	-	-	225.05	461.10	-	-	-	-100.0%	-51.2%	-47.2%
-	-	-	-	173.89	183.06	-	-	-	-100.0%	-5.0%	-4.5%
1,355.40	1,504.45	1,774.99	1,814.79	2,150.68	2,345.00	-9.8%	-15.2%	-2.2%	-15.6%	-8.3%	-15.2%
-	-	1.30	-	-	-	-	-	-	-	-	-
-	-	75.58	-	-	-	-	-	-	-	-	-
-	-	-	-	15.59	-	-	-	-	-	-	-81.0%
213.73	235.19	260.15	264.91	34.64	3.51	-9.1%	-9.6%	-1.8%	664.9%	887.3%	-
213.73	235.19	337.03	264.91	34.64	19.10	-9.1%	-30.2%	27.2%	664.9%	81.4%	-76.8%
173.48	167.88	166.11	185.53	235.57	233.50	3.3%	1.1%	-10.5%	-21.3%	0.9%	3.1%
4.92	4.95	5.18	2.95	2.95	-	-0.5%	-4.6%	75.5%	0.0%	-	-
-	-	-	247.10	-	-	-	-	-100.0%	0.0%	-	-
-	38.78	-	-	-	-	-100.0%	-	0.0%	0.0%	-	-
24.25	33.62	21.97	46.75	11.79	1.52	-27.9%	53.0%	-53.0%	296.7%	673.4%	-
202.65	245.23	193.27	482.33	250.41	235.02	-17.4%	26.9%	-59.9%	92.6%	6.5%	3.8%
416.39	480.41	530.30	747.24	285.05	254.12	-13.3%	-9.4%	-29.0%	162.1%	12.2%	-17.7%
1,771.78	1,984.86	2,305.29	2,562.03	2,435.73	2,599.12	-10.7%	-13.9%	-10.8%	5.2%	-6.3%	-15.4%
174.99	157.36	174.83	201.41	199.53	204.07	11.2%	-10.0%	-13.2%	0.9%	-2.2%	26.8%
3.00	0.47	4.10	9.06	4.32	8.28	544.3%	-86.6%	-54.8%	108.7%	-47.6%	-4.3%
18.81	(104.98)	154.72	109.88	184.52	140.49	-117.9%	-167.9%	40.8%	-40.5%	31.3%	-51.9%
(318.82)	(326.76)	(303.65)	(336.95)	(283.17)	(240.21)	-2.4%	7.6%	-9.9%	19.0%	18.0%	-14.1%
(36.91)	(5.07)	(32.81)	(92.16)	(88.03)	(77.06)	627.9%	-84.5%	-64.4%	4.7%	14.2%	-
(199.04)	(278.94)	(2.81)	(108.77)	17.18	35.58	-43.8%	9824.5%	-97.4%	-73.2%	-51.7%	-30.4%
-	-	-	-	(1.16)	(1.32)	0.0%	0.0%	0.0%	-100.0%	-12.2%	-89.1%
(27.90)	(34.40)	(35.00)	(38.42)	(33.33)	(0.29)	-18.9%	-1.7%	-8.9%	1054.9%	1043.3%	1516.7%
45.43	24.64	14.82	88.20	44.32	33.54	84.3%	66.3%	-83.2%	99.0%	32.2%	4.1%
(141.51)	(288.73)	(22.99)	(59.00)	57.01	67.50	-51.6%	1155.8%	-61.0%	-203.5%	-15.5%	-67.8%
(7.54)	(11.34)	(16.81)	(27.65)	(15.28)	(35.29)	-33.5%	-32.5%	-35.2%	80.9%	-56.7%	249.4%
(149.05)	(300.08)	(39.80)	(86.65)	41.73	32.22	-50.3%	653.9%	-54.1%	-307.6%	29.5%	-33.9%



## VERTICAL ANALYSIS

	2022		2021		2020		2019		2018		2017	
	Rs in million	%	Rs in million	%	Rs in million	%	Rs in million	%	Rs in million	%	Rs in million	%
<b>Balance Sheet</b>												
<b>Non - Current Assets</b>												
Property and equipment	275.65	15.6%	341.15	17.2%	399.19	17.3%	476.09	18.6%	485.31	19.9%	381.27	14.7%
Intangible assets	6.47	0.4%	10.99	0.6%	12.24	0.5%	15.32	0.6%	16.32	0.7%	8.47	0.3%
Long-term loans and prepayments - considered good	2.15	0.1%	1.45	0.1%	2.25	0.1%	3.39	0.1%	4.21	0.2%	4.24	0.2%
Long-term investment	0.27	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Long term investment in a subsidiary	-	0.0%	-	0.0%	37.50	1.6%	37.50	1.5%	37.50	1.5%	37.50	1.4%
<b>Total Non Current Assets</b>	<b>284.54</b>	<b>16.1%</b>	<b>353.60</b>	<b>17.8%</b>	<b>451.18</b>	<b>19.6%</b>	<b>532.30</b>	<b>20.8%</b>	<b>543.33</b>	<b>22.3%</b>	<b>431.47</b>	<b>16.6%</b>
<b>Current assets</b>												
Balances due from funds under management - related parties	124.61	7.0%	105.16	5.3%	109.50	4.7%	123.07	4.8%	112.83	4.6%	110.22	4.2%
Loans and advances - considered good	2.34	0.1%	3.26	0.2%	3.81	0.2%	3.97	0.2%	2.44	0.1%	5.61	0.2%
Deposits, prepayments and other receivables	97.35	5.5%	56.66	2.9%	56.61	2.5%	59.51	2.3%	60.46	2.5%	72.10	2.8%
Other financial assets - investments	1,159.07	65.4%	1,352.10	68.1%	1,585.29	68.8%	1,741.95	68.0%	1,604.14	65.9%	1,875.55	72.2%
Taxation - net	91.59	5.2%	87.94	4.4%	89.47	3.9%	87.78	3.4%	89.52	3.7%	88.64	3.4%
Cash and bank balances	12.29	0.7%	26.15	1.3%	9.43	0.4%	13.44	0.5%	23.02	0.9%	15.54	0.6%
<b>Total Current Assets</b>	<b>1,487.24</b>	<b>83.9%</b>	<b>1,631.26</b>	<b>82.2%</b>	<b>1,854.11</b>	<b>80.4%</b>	<b>2,029.73</b>	<b>79.2%</b>	<b>1,892.40</b>	<b>77.7%</b>	<b>2,167.65</b>	<b>83.4%</b>
<b>Total Assets</b>	<b>1,771.78</b>	<b>100.0%</b>	<b>1,984.86</b>	<b>100.0%</b>	<b>2,305.29</b>	<b>100.0%</b>	<b>2,562.03</b>	<b>100.0%</b>	<b>2,435.73</b>	<b>100.0%</b>	<b>2,599.12</b>	<b>100.0%</b>
<b>EQUITY AND LIABILITIES</b>												
<b>Share Capital and Reserves</b>												
<b>Share Capital</b>												
Authorised capital	2,500	-	2,500	-	2,500	-	2,500	-	2,500	-	2,500	-
Issued, subscribed and paid-up capital	617.74	34.9%	617.74	31.1%	617.74	26.8%	617.74	24.1%	801.72	32.9%	801.72	30.8%
Unappropriated profit	737.65	41.6%	886.71	44.7%	1,157.24	50.2%	1,197.05	46.7%	751.74	30.9%	700.84	27.0%
Capital repurchase reserve account	-	-	-	-	-	-	-	-	193.28	8.1%	196.28	7.6%
Unrealised appreciation on remeasurement of "available-for-sale" financial assets - net	-	-	-	-	-	-	-	-	225.05	9.2%	461.10	17.7%
Surplus on revaluation of fixed assets - net	-	-	-	-	-	-	-	-	173.89	7.1%	183.06	7.0%
<b>Total Share Capital and Reserves</b>	<b>1,355.40</b>	<b>76.5%</b>	<b>1,504.45</b>	<b>75.8%</b>	<b>1,774.99</b>	<b>77.0%</b>	<b>1,814.79</b>	<b>70.8%</b>	<b>2,150.68</b>	<b>88.3%</b>	<b>2,345.00</b>	<b>90.2%</b>
<b>LIABILITIES</b>												
<b>Non - Current Liabilities</b>												
Deferred Liabilities	-	0.0%	-	0.0%	1.30	0.1%	-	0.0%	-	0.0%	-	0.0%
Long-term financing	-	0.0%	-	0.0%	75.58	3.3%	-	0.0%	-	0.0%	-	0.0%
Deferred taxation	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	15.59	0.6%
Lease liabilities	213.73	12.1%	235.19	11.8%	260.15	11.3%	264.91	10.3%	34.64	1.4%	3.51	0.1%
<b>Total Non Current Liabilities</b>	<b>213.73</b>	<b>12.1%</b>	<b>235.19</b>	<b>11.8%</b>	<b>337.03</b>	<b>14.6%</b>	<b>264.91</b>	<b>10.3%</b>	<b>34.64</b>	<b>1.4%</b>	<b>19.10</b>	<b>0.7%</b>
<b>Current Liabilities</b>												
Accrued and other liabilities	173.48	9.8%	167.88	8.5%	166	7.2%	185.53	7.2%	235.67	9.7%	233.50	9.0%
Unclaimed dividend	4.92	0.3%	4.95	0.2%	5	0.2%	2.95	0.1%	2.95	0.1%	-	0.0%
Dividend Payable	-	0.0%	-	0.0%	-	0.0%	247.10	9.8%	-	0.0%	-	0.0%
Current maturity of long term financing	-	0.0%	38.78	2.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Current maturity of lease liabilities	24.25	1.4%	33.62	1.7%	22	1.0%	46.75	1.8%	11.79	0.5%	1.52	0.1%
<b>Total Current Liabilities</b>	<b>202.65</b>	<b>11.4%</b>	<b>245.23</b>	<b>12.4%</b>	<b>193.27</b>	<b>8.4%</b>	<b>482.33</b>	<b>18.8%</b>	<b>250.41</b>	<b>10.3%</b>	<b>235.02</b>	<b>9.0%</b>
<b>Total Liabilities</b>	<b>416.39</b>	<b>23.5%</b>	<b>480.41</b>	<b>24.2%</b>	<b>530.30</b>	<b>23.0%</b>	<b>747.24</b>	<b>29.2%</b>	<b>285.05</b>	<b>11.7%</b>	<b>254.12</b>	<b>9.8%</b>
<b>Total Equity and Liabilities</b>	<b>1,771.78</b>	<b>100.0%</b>	<b>1,984.86</b>	<b>100.0%</b>	<b>2,305.29</b>	<b>100.0%</b>	<b>2,562.03</b>	<b>100.0%</b>	<b>2,435.73</b>	<b>100.0%</b>	<b>2,599.12</b>	<b>100.0%</b>
<b>Profit &amp; Loss Account</b>												
<b>Rs in million</b>												
Remunerations Income	174.99	106.0%	157.36	100.0%	174.83	100.0%	201.41	100.0%	199.53	100.0%	204.07	100.0%
Commission Income	3.00	1.7%	9.47	0.3%	4.10	2.3%	9.06	4.5%	4.32	2.2%	8.28	4.1%
Investment Income	18.81	10.7%	(104.98)	-66.7%	154.72	88.5%	109.88	54.6%	184.52	92.5%	140.49	68.8%
Administrative & Marketing expense	(218.92)	-182.2%	(326.76)	-207.6%	(303.65)	-173.7%	(336.95)	-167.3%	(283.17)	-141.9%	(240.21)	-117.7%
Selling & distribution expenses	(36.91)	-21.1%	(5.07)	-3.2%	(32.81)	-18.8%	(92.16)	-45.8%	(88.03)	-44.1%	(77.06)	-37.8%
<b>Operating profit/(loss)</b>	<b>(159.04)</b>	<b>-90.9%</b>	<b>(278.98)</b>	<b>-177.3%</b>	<b>(2.81)</b>	<b>-1.6%</b>	<b>(108.77)</b>	<b>-54.0%</b>	<b>17.18</b>	<b>8.6%</b>	<b>35.58</b>	<b>17.4%</b>
Other expenses	-	-	-	-	-	-	-	-	(1.16)	-0.6%	(1.32)	-0.6%
Financial charges	(27.90)	-15.9%	(34.40)	-21.9%	(35.00)	-20.0%	(38.42)	-19.1%	(3.33)	-1.7%	(0.29)	-0.1%
Other income	45.43	26.0%	24.64	15.7%	14.82	8.5%	88.20	43.8%	44.32	22.2%	33.54	16.4%
<b>Profit/(Loss) before tax</b>	<b>(141.51)</b>	<b>-80.9%</b>	<b>(288.73)</b>	<b>-183.5%</b>	<b>(22.99)</b>	<b>-13.2%</b>	<b>(59.00)</b>	<b>-29.3%</b>	<b>57.01</b>	<b>28.6%</b>	<b>67.50</b>	<b>33.1%</b>
Taxation - net	(7.54)	-4.3%	(11.34)	-7.2%	(16.81)	-9.6%	(27.65)	-13.7%	(15.28)	-7.7%	(35.29)	-17.3%
<b>Profit/(Loss) for the year</b>	<b>(149.05)</b>	<b>-85.2%</b>	<b>(300.08)</b>	<b>-190.7%</b>	<b>(39.80)</b>	<b>-22.8%</b>	<b>(86.65)</b>	<b>-43.0%</b>	<b>41.73</b>	<b>20.9%</b>	<b>32.22</b>	<b>15.8%</b>

## FINANCIAL RATIOS

	2022	2021	2020	2019	2018	2017
<b>Overall Profitability</b>						
Profit/(Loss) Before Tax / Management Remuneration (%)	-81.72%	-186.49%	-13.29%	-29.68%	29.22%	34.03%
Profit/(Loss) After Tax / Management Remuneration (%)	-86.08%	-193.81%	-23.01%	-43.59%	21.39%	16.24%
Profit/(Loss) Before Tax / Total Revenues (%)	-71.91%	-546.33%	-6.89%	-17.50%	14.68%	19.13%
Profit/(Loss) After Tax / Total Revenues (%)	-75.74%	-567.79%	-11.93%	-25.70%	10.74%	9.13%
<b>Return to Shareholders</b>						
Return on equity (%)	(10.42)	(18.30)	(2.22)	(4.57)	2.02	1.36
Return on Equity - Profit/(Loss) before tax (%)	7.37%	6.34%	9.64%	7.75%	3.54%	2.02%
Return on Equity - Profit/(Loss) after tax (%)	6.99%	6.10%	5.57%	5.27%	4.83%	4.22%
Return on Total Assets (%)	(7.94)	(13.99)	(1.64)	(3.47)	1.66	1.14
Earnings/(Loss) Per Share (Rs.)	(2.41)	(4.86)	(0.64)	(1.40)	0.52	0.40
Dividend Payout (Rs.)	-	-	-	4	-	-
Dividend Yield (%)	-	-	-	24.68%	-	-
Dividend Cover (times)	-	-	-	(0.35)	-	-
P/E Ratio (Times)	(5.39)	(2.57)	(36.08)	(11.56)	15.37	23.39
Market Value per share	13.00	12.50	23.25	16.21	8.00	9.40
Earnings Growth (%)	-50%	654%	-54%	-308%	30%	-84%
<b>Performance/Liquidity</b>						
Current Ratio (Times)	8.57	9.72	11.16	10.96	7.56	9.28
Cash / Current Liabilities (%)	6.06%	10.66%	4.88%	2.79%	9.19%	6.61%
Total Assets Turnover (Times)	0.10	0.02	0.14	0.13	0.15	0.12
Fixed Assets Turnover (Times)	0.70	0.15	0.81	0.69	0.77	0.91
Equity / Total Assets (Shareholders Funds ratio) (%)	76.50%	75.80%	77.00%	70.83%	88.30%	90.22%
Debt to Equity - Book Value (%)	30.72%	31.93%	29.88%	41.17%	14.42%	11.75%
Paid Up Capital / Total Assets (%)	34.87%	31.12%	26.80%	24.11%	32.91%	30.85%
Return On Capital Employed (%)	(0.09)	(0.17)	(0.02)	(0.04)	0.02	0.01

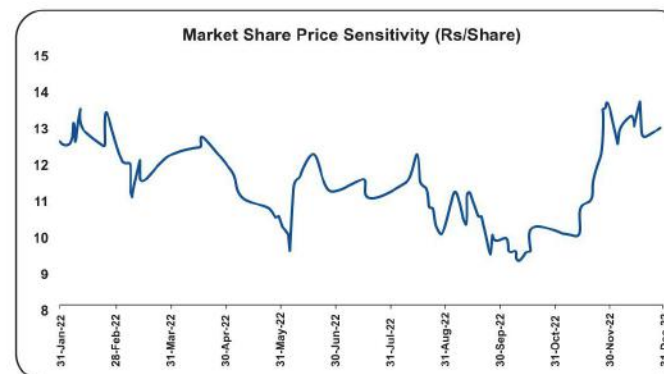
## STATEMENT OF CASH FLOWS - DIRECT METHOD

FOR THE YEAR ENDED DECEMBER 31, 2022

	2022	2021
	(Rupees)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Remuneration & Commission from funds under management	158,536,034	162,170,732
Payments to employees, suppliers and others	(301,257,963)	(244,144,895)
Taxes paid	(11,189,422)	(9,815,871)
<b>Net cash used in operating activities</b>	<b>(153,911,351)</b>	<b>(91,790,034)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Investment made	(6,528,827,696)	(1,972,704,001)
Proceeds from sale of investments	6,711,365,080	2,079,330,844
Capital expenditure incurred	(3,639,541)	(23,024,540)
Proceeds from sale of property and equipment	30,990,000	25,644,400
Amalgamation of wholly owned subsidiary company	-	37,500,000
Dividends received	8,345,839	8,199,539
Return on bank deposits	2,033,919	1,957,860
Return on debt securities	18,625,685	11,428,554
<b>Net cash used in financing activities</b>	<b>238,893,286</b>	<b>168,332,656</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Unclaimed dividend paid	(23,235)	(237,074)
Long term loan repaid to bank	(40,092,979)	(40,092,979)
Financial charges paid	(27,899,684)	(31,259,651)
Payment against lease liability	(30,822,504)	(17,777,527)
<b>Net cash used in financing activities</b>	<b>(98,838,402)</b>	<b>(89,367,231)</b>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(13,856,467)	(12,824,609)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	26,145,280	9,433,434
Transfer upon merger	-	29,536,455
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>12,288,813</b>	<b>26,145,280</b>

## SHARE PRICE SENSITIVITY ANALYSIS

JSIL's market share price is predominantly impacted by the company's financial and operational performance; in addition to various external factors including the economic and political environment of the Country, Governmental policies, stakeholders' sentiments, and macro-economic indicators, etc.



Factors that can influence the share price of JS Investments Limited are given below:

### 1. Economic Outlook

The market share price is directly linked to the overall economic outlook. A strong outlook results in rising market prices whereas an uncertain economic outlook begets weak market prices.

### 2. Company Performance

The Company's profitability and earnings per share (EPS) have a direct bearing on its market share price.

### 3. Investor Sentiment

Investor sentiment can cause the overall market to go up or down, consequently, stock prices rise or fall. The general direction that the stock market takes can affect the market share price.

### 4. Goodwill

The market share price can also vary with the investor sentiments towards the Company which changes in response to the news and events.

### 5. Regulations and Government Policies

The market share price is also sensitive to any changes in policies by the Government or regulatory authorities.

### 6. Dividend Announcements

The dividend policy measures (dividend yield and payout ratio) have a significant impact on share price volatility. An announcement of a dividend may be favorable or unfavorable depending upon the company's future growth prospects.

### 7. Interest Rate

The shape of the yield curve serves as a leading economic indicator where an inversion signals an economic downturn. High-interest rates will affect the cost of debt resulting in reduced margins in the manufacturing sector affecting broader equity markets. However, a high-interest rate environment bodes well for the fixed-income asset class. Moreover, interest rates have no direct correlation with alternate investment classes. In a nutshell, an upward-sloping yield curve is neutral for the financial sector whereas inversion leads to a slowdown, thus hurt the share price.



## **ADDITIONAL INFORMATION**



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Eighth (28th) Annual General Meeting of the members of JS Investments Limited, (the "Company") will be held at 10:30 a.m. on Wednesday, April 12, 2023, at 15th Floor, The Centre, Saddar, Karachi, by physical presence, as well as via Zoom video-conferencing, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended December 31, 2022, together with the Directors' and Auditors' reports thereon and Chairman's Review Report.
2. To appoint Auditors of the Company and fix their remuneration. The members are hereby notified that the Audit Committee and the Board of Directors have recommended the re-appointment of retiring auditors, Messrs KPMG Taseer Hadi & Co., Chartered Accountants, who being eligible, offer themselves for re-appointment.

### Special Business:

3. To ratify and approve balances and the transactions carried out by the Company and the Collective Investment Schemes (Funds) under its management in the ordinary course of business on an arm's length basis with JS Bank Limited (Related Party) as at and during the financial year ended December 31, 2022, under the authority of the special resolution passed by the members in the last annual general meeting held on April 11, 2022.
4. To authorize the Chief Executive of the Company to approve all transactions carried out or to be carried out with Related Parties in the ordinary course of business on an arm's length basis till the next Annual General Meeting.

Attached to this Notice is a statement of material facts in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017. The said statement also contains the text of the special resolutions to be passed in this regard. The notice of the meeting as well as the statement has also been placed on the Company's website [www.jsil.com](http://www.jsil.com)

By Order of the Board



**Muhammad Khawar Iqbal**  
COO & Company Secretary

Karachi: March 21, 2023

### Notes:

1. The Company, in accordance with Section 223(7) of the Companies Act 2017, has placed the Audited Financial Statements for the year ended December 31, 2022, along with the Auditors' and Directors' Reports thereon and Chairman's Review Report on its website [www.jsil.com](http://www.jsil.com)
2. The Share Transfer Books of the Company shall remain closed from April 6, 2023, to April 12, 2023 (both days inclusive) for determining of shareholders for attending and voting at the General Meeting.
3. Physical transfers and deposit requests under Central Depository System received at the close of business on April 5, 2023 by the Company's Registrar i.e. CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal Karachi will be treated in time for the purpose of attending and voting at the meeting.
4. A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.

## NOTICE OF ANNUAL GENERAL MEETING

5. Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan Limited (CDC) and/or their proxies will have to follow the following guidelines as laid down by the Securities and Exchange Commission of Pakistan:

### A. PARTICIPATION IN THE 28TH ANNUAL GENERAL MEETING (AGM) PROCEEDINGS VIA VIDEO LINK

- a) In the light of the clarification issued by the Securities and Exchange Commission of Pakistan for ensuring the participation of members in a general meeting through electronic means as a regular feature the Company has also provided the facility for attending the meeting via video link to its shareholders.
- b) In this regard, the shareholders who are interested to participate in the meeting through the video link are requested to email the following information with the subject "Registration for the AGM of JSIL" at the email address "shareholders@jsil.com". Zoom link will be shared with only those shareholders from whom all required particulars are received at the given email address not less than 48 hours before the time of holding the AGM. The shareholders can also provide their comments and questions relating to agenda items of the AGM on email at [shareholders@jsil.com](mailto:shareholders@jsil.com)

Sr. No.	Name	Folio/CDS Account Number	CNIC No.	Mobile Number	Email Address

- c) The members who intend to attend and participate physically in the AGM of the Company will be allowed to participate keeping in view of the COVID-19-related SOPs issued by the Provincial and/or Federal Government. The Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for the well-being of its members.
- d) In the case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the account number at the time of attending the Meeting.
- e) In the case of a corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

### B. FOR APPOINTING PROXIES

- a) In the case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations shall submit the proxy form as per the above requirements.
- b) The proxy form shall be witnessed by two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the Computerized National Identity Card (CNIC) or the passport of beneficial owners and the proxy shall be furnished with the proxy form
- d) The proxy shall produce his original CNIC or original passport at the time of the meeting
- e) In the case of a corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company



## NOTICE OF ANNUAL GENERAL MEETING

### C. APPLICABILITY OF POSTAL BALLOT REGULATIONS

#### Procedure for E-Voting

- In accordance with the Companies (Postal Ballot) Regulations 2018, for the purpose of approval of any special agenda item at the AGM, members will be allowed to exercise their vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018.
- Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business on April 5, 2023.
- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote online at any time from April 8, 2023, 9:00 am to April 11, 2023. Voting shall close on April 11 2023, at 5:00 pm. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

#### Procedure for Voting Through Postal Ballot

- Pursuant to Companies (Postal Ballot) Regulations 2018 ("Regulations, 2018"), for the purpose of election of directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.
  - The members shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through the post at the Company's registered address, 19th floor, The Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Karachi, or email at chairman@jsil.com one day before the AGM on April 11, 2023, during working hours. The signature on the Ballot Paper shall match with signature on the CNIC.
  - Shareholders are requested to notify immediately of any change in their address to the
- Computerized National Identity Card ("CNIC") Shareholders are requested to provide immediately if not already provided, a copy of their valid CNIC to the Company's Independent Share Registrar, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block "B", S.M.C.H.S, Main Shakra-e-Faisal, Karachi. A legible scanned copy of the same can also be forwarded at shareholders@jsil.com along with the folio number and updated address for correspondence.
  - Payment of cash dividend through electronic mode: The provisions of Section 242 of the Companies Act, 2017 provide that any cash dividend declared by a listed company must be paid through electronic mode directly into the bank account designated by the entitled shareholder. Accordingly, the shareholders of the Company are requested to provide an electronic dividend mandate on E-Dividend Form available on the Company's website (www.jsil.com) enabling the Company to credit their future cash dividends, if any, directly to their designated bank accounts.

## NOTICE OF ANNUAL GENERAL MEETING

- Unclaimed Dividend and Bonus Shares: Shareholders, who for any reason, could not claim their dividend or bonus shares or did not collect their physical share, if any, are advised to contact our Share Registrar M/s CDC Share Registrar Services Limited, to collect/enquire about their unclaimed dividend or pending shares, if any.

In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends and shares outstanding for a period of 3 years or more from the date due and payable shall be deposited to the credit of the Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to the SECP.

- Electronic Transmission of Annual Financial Statements and Notices (Optional): In pursuance of the directions given by the Securities and Exchange Commission of Pakistan (SECP) under S.R.O 787 (I)/2014, the SECP has allowed companies to circulate annual Audited Financial Statements, along with the notice of Annual General Meeting (Notice) to its members through e-mail subject to compliance with the conditions outlined in the referred SRO of SECP.

The transmission of Annual Audited Financial Statements with Notice to members through e-mail shall be considered in compliance with the relevant requirements of Sections 223 and 233 of the Companies Act 2017, subject to certain conditions, prescribed in the said notification.

For the convenience of its Shareholders, the Company has placed a Standard Request Form on the Company's website (www.jsil.com), so that the members may use it to communicate their e-mail address and consent for electronic transmission of Annual Audited Financial Statement and Notice thereon. Please ensure that your email account has sufficient rights and space available to receive such an email that may be greater than 1 MB in size.

- SECP through its SRO 407(I)/2016, dated May 31, 2016, and Section 223 (6) has allowed companies to circulate the annual balance sheet, profit, and loss account, Auditors' Report, and Directors' Report, etc. ("Annual Audited Accounts") to its members through digital recording devices such as CD/DVD/USB at their registered addresses. In view of the above, the Company has sent its Annual Report, 2022 to its shareholders in the form of CD (Digital Disc). Any member requiring a printed copy of the Annual Report, 2022 may send a request using a Standard Request Form placed on Company's website.

### STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2017

**This statement sets out the material facts concerning the Special Business proposed to be transacted at the annual general meeting.**

### Agenda Item No. 3 of the Notice – Ratification / Approval of Transactions carried out with related parties during the year ended December 31, 2022.

The Company and Funds under its management carried out transactions as detailed in the below resolution with JS Bank Limited in the ordinary course of business on an arm's length basis and under the authority of the special resolution of the members as approved by them during the last annual general meeting held on April 11, 2022. All such transactions and balances appearing in the balance sheet are presented before the Board of Directors for their review and consideration on the recommendation of the Audit Committee on a quarterly basis pursuant to Clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019 and Regulation 5 of Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018.

## NOTICE OF ANNUAL GENERAL MEETING

However, since the majority of the Company's Directors were considered interested in the transactions carried out with JS Bank Limited as mentioned in the below resolution, therefore, these transactions conducted by the Company and Funds under its management with JS Bank Limited during the calendar year ended December 31, 2022, are being placed before the shareholders for their consideration and approval. These transactions with the related party are entered in the ordinary course of business on an arm's length basis and have been duly cleared by the Audit Committee of JSIL.

The following resolution is proposed to be passed as Special Resolution with or without any modification

**"Resolved that** following transactions carried out by the Company and Funds under its management in the ordinary course of business with JS Bank Limited during the financial year ended December 31, 2022, be and are hereby ratified, approved and confirmed.

Entity	Rent paid	Rent receivable	Bank balances	Return of bank deposits	Amount paid under Refinancing Scheme for Salaries & Wages, markup, and bank charges	Other receivables
JS Investments Limited	2,853,114	2,409,149	14,737,077	1,890,784	40,657,337	1,465,064

Fund	Bank Balance/TDR	Mark up income	Mark up receivable
UNIT TRUST OF PAKISTAN	206,795,087	2,630,709	975,817
JS ISLAMIC FUND	2,718,683	-	-
JS INCOME FUND	7,391,515	1,544,206	-
JS LARGE CAP. FUND	39,888,336	2,116,020	-
JS FUND OF FUNDS	2,815,813	662,782	31,297
JS GROWTH FUND	171,672,720	10,140,662	1,607,678
JS-PENSION SAVINGS FUND-EQUITY SUB-FUND	77,856	68,893	-
JS PENSION SAVINGS FUND-MONEY MARKET SUB-FUND	61	61	-
JS CASH FUND	6,200,000	633,655	174,515
JS ISLAMIC INCOME FUND	2,248,604	-	-
JS ISLAMIC HYBRID FUND OF FUNDS-MUTANASIB	10,000	-	-
JS MOMENTUM FACTOR- EXCHANGE TRADED FUND	1,654,245	149,074	31,046
JS MICROFINANCE SECTOR FUND	2,657,759	616,773	70,448
JS RENTAI REIT	24,162,013	21,257	-
<b>Total:</b>	<b>468,292,692</b>	<b>18,584,092</b>	<b>2,890,801</b>

## NOTICE OF ANNUAL GENERAL MEETING

**Agenda Item No. 4 of the Notice – Authorization to the Chief Executive Officer for the approval of transactions carried out and to be carried out with JS Bank Limited (related party) till the next Annual General Meeting.**

The Company and funds under its management shall continue to carry out transactions with JS Bank Limited in the ordinary course of business on an arm's length basis till the next Annual General Meeting. Such transactions shall be 'routine' in nature and shall not involve any material or special deals or arrangements.

As our majority of the Directors of JSIL are considered interested in these transactions, therefore, these transactions with JS Bank Limited (as a related party) have to be approved by the shareholders in terms of Section 208 of the Companies Act, 2017, Clause 15 of Listed Companies (Code of Corporate Governance) Regulations, 2019 and Regulation 5 of Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018.

In order to ensure smooth business operations, the shareholders may authorize the Chief Executive Officer to approve routine transactions to be carried out in the ordinary course of business on arm's length basis with related parties as mentioned in the following special resolutions (with or without modifications) till next Annual General Meeting. However, these transactions shall be placed before the shareholders in the next AGM for their approval/ratification. Such a proposal has been cleared by the Audit Committee of JSIL.

**"Resolved that** the Chief Executive Officer of the Company be and is hereby authorized to approve transactions to be carried out with JS Bank Limited in the ordinary course of business on arm's length basis till the next Annual General Meeting.

**Resolved further** that these transactions shall be placed before the shareholders in the next Annual General Meeting for ratification/approval."

### The Interest of Directors:

The majority of the Directors are employees of JSBL and are interested to the extent of their shareholding in the Company.



## PATTERN OF SHAREHOLDING

AS OF DECEMBER 31, 2022

Number of Share Holders	Shareholdings' Slab			Total Shares Held
508	1	to	100	7,800
503	101	to	500	222,735
171	501	to	1000	161,818
209	1001	to	5000	549,180
55	5001	to	10000	437,241
14	10001	to	15000	184,000
13	15001	to	20000	243,755
6	20001	to	25000	142,600
3	25001	to	30000	82,000
2	30001	to	35000	64,000
1	35001	to	40000	40,000
1	40001	to	45000	41,500
3	45001	to	50000	150,000
1	50001	to	55000	53,500
1	65001	to	70000	66,500
3	70001	to	75000	219,822
1	80001	to	85000	82,500
2	95001	to	100000	199,168
1	110001	to	115000	113,100
1	115001	to	120000	116,000
1	125001	to	130000	130,000
1	135001	to	140000	140,000
1	170001	to	175000	171,500
2	180001	to	185000	365,059
1	200001	to	205000	202,000
1	205001	to	210000	208,500
1	245001	to	250000	250,000
1	295001	to	300000	300,000
1	330001	to	335000	330,500
1	430001	to	435000	433,500
1	475001	to	480000	480,000
1	3345001	to	3350000	3,349,000
1	52235001	to	52240000	52,236,978
<b>1513</b>				<b>61,774,256</b>

## PATTERN OF SHAREHOLDING

AS OF DECEMBER 31, 2022

Particulars	Shareholders	Shares Held	Percentage
<b>Directors, Chief Executive Officer and their spouse(s) and minor children</b>			
MR. SULEMAN LALANI	1	2	0.00
MS. IFFAT ZEHRA MANKANI	1	500	0.00
MR. HASAN SHAHID	2	1,001	0.00
MR. MIRZA MUHAMMAD SADEED HASSAN BARLAS	1	500	0.00
MR. ATIF SALIM MALIK	1	500	0.00
MS. AISHA FARIEL SALAHUDDIN	1	500	0.00
MS. MEDIHA KAMAL AFSAR	1	500	0.00
MR. FAROOQ AHMED MALIK	1	500	0.00
<b>Associated companies, undertakings and related parties</b>			
JS BANK LIMITED.	1	52,236,978	84.56
JAHANGIR SIDDIQUI & SONS LIMITED	1	5	0.00
<b>Executives</b>	2	1,001	0.00
<b>NIT &amp; ICP</b>	-	-	-
<b>Banks, development finance institutions, non-banking finance companies,</b>	1	19	0.00
<b>Insurance Companies</b>	1	5,215	0.01
<b>Modarabas and Mutual Funds</b>	2	3,782,500	6.12
<b>General Public</b>			
a. Local	1468	5,331,191	8.63
b. Foreign	-	-	-
<b>Foreign Companies</b>	-	-	-
<b>Others</b>	28	413,344	0.67
<b>Totals</b>	<b>1513</b>	<b>61,774,256</b>	<b>100.00</b>
<b>Share holders holding 10% or more</b>			
JS BANK LIMITED.	1	52,236,978	84.56

## ANNUAL GENERAL MEETING

I/We \_\_\_\_\_ of \_\_\_\_\_ being member(s) of JS Investments Limited, holding \_\_\_\_\_ ordinary shares as per Registered Folio No. / CDC A/c No. (for members who have shares in CDS) \_\_\_\_\_ hereby appoint Mr. /Mrs. / Miss. \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_ (Folio no. CDC A/c No.)

As witness my / our hand seal this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Signed by \_\_\_\_\_

In the presence of

**Witness 1**

Name \_\_\_\_\_

Signature \_\_\_\_\_

Address: \_\_\_\_\_

CNIC / Passport No.

					-							-	
--	--	--	--	--	---	--	--	--	--	--	--	---	--

**Witness 2**

Name \_\_\_\_\_

Signature \_\_\_\_\_

Address: \_\_\_\_\_

CNIC / Passport No.

					-								-	
--	--	--	--	--	---	--	--	--	--	--	--	--	---	--

**Important:**

1. A member of the Company entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
  2. This proxy form, duly completed and signed, must be received at the office of the Company situated at The Centre, 19th Floor, Plot No. 28, SB - 5, Abdullah Haroon Road, Saddar, Karachi not later than 48 hours before the scheduled time of the meeting.
  3. No person shall act as proxy unless he/she himself/herself is a member of the Company, except that a Corporation may appoint a person who is not a member.
  4. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
  5. Beneficial Owners of physical shares and the shares registered in the name of Central Depository Company of Pakistan Limited (CDC) and/or their proxy are required to produce their original CNIC or passport for identification purposes at the time of attending the meeting. The form of proxy must be submitted within the stipulated time, duly witnessed by two persons whose names, addresses, and CNIC numbers must be mentioned on the form, along with attested copies of CNIC or the passport of the beneficial owner and the proxy. In the case of a corporate entity, the Board of Directors' Resolution/power of attorney with specimen signature shall be submitted along with the proxy form.

Signature on  
Rs. 5/-  
Revenue Stamp

The Signature should agree with the specimen registered with the Company

AFFIX  
CORRECT  
POSTAGE

The Company Secretary  
**JS Investments Limited**  
The Centre, 19th Floor, Plot No. 28,  
SB - 5, Abdullah Haroon Road,  
Saddar, Karachi-74400.



## BALLOT PAPER FOR VOTING THROUGH POST

### JS Investment Limited

19th Floor, The Centre,  
Plot No. 25, SB-5, Abdullah Haroon Road,  
Saddar Karachi, Pakistan.  
www.jsil.com

UAN: (+92-21) 111-222-626

For Poll at the Annual General Meeting  
To be held on April 12, 2023 at 10:30 am  
At 15th floor, The Centre, Plot No. 28, SB-5  
Abdullah Haroon Road, Saddar, Karachi.

[Designated email address of the Chairman at which the duly  
filled in ballot paper may be sent: Chairman@jsil.com]

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC/Passport No.(in case of foreigner) of authorized signatory – (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below;

S. No.	Nature <b>Resolved that</b> and Description of resolutions						I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
	<b>To consider, and if deemed appropriate, to pass the following resolutions as Special Resolutions, with or without modifications</b>							
01	<b>Resolved that</b> following transactions carried out by the Company and Funds under its management in the ordinary course of business with JS Bank Limited during the financial year ended December 31, 2022, be and are hereby ratified, approved and confirmed.							
	Entity	Rent Paid	Rent receivable	Bank balances	Return of bank deposits	Amount paid under Refinancing Scheme for Salaries & Wages, markup, and bank charges	Other receivables	
	JS Investments Limited	2,853,114	2,409,149	14,737,077	1,890,784	40,657,337	1,465,064	

## BALLOT PAPER FOR VOTING THROUGH POST

Fund	Bank Balance /TDR	Mark up income	Mark up receivable
UNIT TRUST OF PAKISTAN	206,795,087	2,630,709	975,817
JS ISLAMIC FUND	2,718,683	-	-
JS INCOME FUND	7,391,515	1,544,206	-
JS LARGE CAP. FUND	39,888,336	2,116,020	-
JS FUND OF FUNDS	2,815,813	662,782	31,297
JS GROWTH FUND	171,672,720	10,140,662	1,607,678
JS PENSION SAVINGS FUND-EQUITY SUB-FUND	77,856	68,893	-
JS PENSION SAVINGS FUND-MONEY MARKET SUB-FUND	61	61	-
JS CASH FUND JS ISLAMIC INCOME	6,200,000	633,655	174,515
FUND JS ISLAMIC HYBRID	2,248,604	-	-
FUND OF FUNDS-MUTANASIB	10,000	-	-
JS MOMENTUM FACTOR- EXCHANGE TRADED FUND	1,654,245	149,074	31,046
JS MICROFINANCE SECTOR FUND	2,657,759	616,773	70,448
JS RENTAL REIT	24,162,013	21,257	-

02	<p><b>"Resolved that</b> the Chief Executive Officer of the Company be and is hereby authorized to approve transactions to be carried out with JS Bank Limited in the ordinary course of business on arm's length basis till the next Annual General Meeting.</p> <p><b>Resolved further</b> that these transactions shall be placed before the shareholders in the next Annual General Meeting for ratification /approval."</p>	
	<p>NOTES:</p> <ol style="list-style-type: none"> <li>Duly filled postal ballot should be sent to the Chairman of JSIL at 19th Floor, The Centre, Plot No. 28, SB-5, Abdullah Haroon Road, Karachi (Email: chairman@jsil.com).</li> <li>Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.</li> <li>Postal ballot forms should reach the Chairman of JSIL within business hours by or before April 11, 2023. Any postal ballot received after this date, will not be considered for voting.</li> <li>Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).</li> <li>Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.</li> <li>This postal Poll paper is also available for download from the website of JSIL at www.jsil.com. Shareholder may download the ballot paper from website or use the same ballot paper published in newspapers.</li> </ol>	<p><b>Signature of shareholder(s)/Authorized Signatory</b></p> <p>(in case of corporate entity, please affix company stamp)</p> <p>Place: _____</p> <p>Date: _____</p>

A- اعلیٰ نمبروں والا سالانہ اجلاس عام (AGM) کی کاروائی میں شمولیت پذیر میمبرز کی فہرست

a- سیکریٹری اینڈ ایگزیکٹو کمیشن آف پاکستان (SECP) کی جانب سے انٹرنیٹ ذریعے اجلاس عام میں اراکین کی شرکت کو یقینی بنانے کے لیے جاری کردہ وضاحت کی روشنی میں کمپنی نے اپنے شیئر ہولڈرز کو یقینی بنانے کے لیے اجلاس میں شرکت کی سہولت بھی فراہم کی ہے۔

b- اسی مقصد کے تحت، شیئر ہولڈرز سے گزارش ہے کہ مندرجہ ذیل معلومات بعد مضمون "Registration for the AGM of JSIL" رجسٹریشن برائے JSIL سالانہ اجلاس عام" ای میل ایڈریس shareholders@jsil.com پر ای میل کریں۔ سالانہ اجلاس عام میں شمولیت اختیار کرنے کے لیے ذمہ دار ایجنسی شیئر ہولڈرز کے ساتھ شیئر کیا جائے گا جن کی تمام مطلوبہ تفصیلات دینے والے ای میل ایڈریس پر سالانہ اجلاس عام (AGM) کے انعقاد کے وقت سے 48 گھنٹے قبل موصول ہوں گی۔ شیئر ہولڈرز سالانہ اجلاس عام (AGM) کے ایجنڈا آن لائن سے متعلق اپنی آراء و سوالات shareholders@jsil.com پر ای میل پر فراہم کر سکتے ہیں۔

سیریل نمبر	نام	فیوچر ای سی ڈی ایس اکاؤنٹ نمبر	کمپیوٹرائزڈ قومی شناختی کارڈ	موبائل نمبر	ای میل ایڈریس

c- وہ ممبران جو صوبائی اور / یا وفاقی حکومت کی جانب سے جاری کردہ کووڈ-19 سے متعلق ایس او بیور کو مدنظر رکھتے ہوئے کمپنی کے سالانہ اجلاس عام (AGM) میں شامل ہونے اور فزیکل شرکت کا ارادہ رکھتے ہیں انہیں شرکت کی اجازت دی جائے گی۔ کمپنی بہترین طریقوں اور حکومت اور SECP کی ہدایات پر عمل کرے گی تاکہ اس بات کو یقینی بنایا جاسکے کہ اس کے ممبران کی حیر و حایت کے لیے حفاظتی اقدامات موثر ہیں۔

d- انفرادی صورت میں اکاؤنٹ ہولڈر اور / یا سب اکاؤنٹ ہولڈر جن کی رجسٹریشن کی تفصیلات سی ڈی سی صوابہ کے مطابق جاری کردی گئی ہیں، کو شناخت کے لیے اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ مع شرکت دار کے آئی ڈی نمبر اور اکاؤنٹ نمبر اجلاس میں شرکت کے وقت دکھانا لازمی ہوگا۔

e- کارپوریٹ اشخاص کی صورت میں بورڈ کی قرارداد / پاور آف ایٹارنی نامزد کردہ کے دستخط کے نمونے کے ساتھ اجلاس میں شرکت کے وقت پیش کرنی ہوگی (اگر پہلے فراہم نہیں کی گئی ہے)۔

B- پراسیجر کی تاخیر

a- انفرادی صورت میں اکاؤنٹ ہولڈر اور / یا سب اکاؤنٹ ہولڈر جن کی رجسٹریشن کی تفصیلات CDC صوابہ کے مطابق جاری کردی گئی ہیں، مذکورہ بالا درکار ضروریات کے مطابق پراسیجر فارم جمع کروائیں گے۔

b- پراسیجر فارم کا دو افراد سے تصدیق شدہ ہونا لازمی ہے، جن کا نام، پتہ اور کمپیوٹرائزڈ شناختی کارڈ کے نمبر فارم پر درج ہوں۔

c- پراسیجر فارم کے ساتھ پراسیجر اور منشیات اوزر کے کمپیوٹرائزڈ شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقل منسلک کرنا ہوگی۔

d- پراسیجر کو اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ اجلاس کے وقت کمپنی کو پیش کرنا ہوگا۔

e- کارپوریٹ ادارے کی صورت میں دستخط کے نمونے کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف ایٹارنی پراسیجر فارم کے ساتھ کمپنی کو فراہم کرنا ہوگی (اگر پہلے فراہم کئے گئے ہوں)۔

C- پوسٹل بلٹ ریگولیشنز کا اطلاق

ای وی ویٹکس کا طریقہ کار

☆ کمپنیز (پوسٹل بلٹ) ریگولیشنز 2018 کے مطابق، سالانہ اجلاس عام (AGM) میں کسی بھی خصوصی ایجنڈا آن لائن کی منظوری کے مقصد کے لیے ممبران کو کمپنیز (پوسٹل بلٹ) ریگولیشنز، 2018 میں موجود شرائط کے مطابق پوسٹل بلٹ کے ذریعے یعنی ڈاک یا ای وی ویٹکس سے اپنے ووٹ کا استعمال کرنے کی اجازت ہوگی۔

☆ ای وی ویٹکس کی سہولت کی تفصیلات بینک کے ان ممبران کے ساتھ ای میل کے ذریعے شیئر کی جائیں گی جن کے درست کمپیوٹرائزڈ شناختی کارڈ نمبر، سیریل نمبر اور ای میل ایڈریس بینک کے ممبران کے رجسٹر میں 05 اپریل 2023 کو کاروبار کے اختتام پر دستیاب ہوں گے۔

اطلاع برائے سالانہ اجلاس عام

پذیرائی نوٹس بطور اطلاع دی جاتی ہے کہ ایس ایف انٹرنیشنل کمپنی کے ممبران کا 28 واں سالانہ اجلاس عام بروز بدھ، 12 اپریل 2023 صبح 10:30 بجے، پندرہویں منزل، دی سنٹر، صدر کراچی میں ذاتی شرکت نیز Zoom (Zoom) ویڈیو کانفرنسنگ کے ذریعے درج ذیل امور کی انجام دہی کے لیے منعقد ہوگا:

غیر رسمی کاروائی

1- 31 دسمبر 2022 کو ختم ہونے والے سال کے لئے کمپنی کے آڈٹ شدہ مالیاتی گوشوارے اور ڈائریکٹرز اور ڈائریکٹرز کی رپورٹ اور چیئر مین کی جائزہ رپورٹ کی وصولی، اس پر غور اور منظور کرنا۔

2- کمپنی کے آڈٹرز کا تقرر اور ان کے معاوضے کا تین کرنا۔ آڈٹ کمپنی اور بورڈ آف ڈائریکٹرز نے ریٹائر ہونے والے آڈٹرز میسرز کے پی ایم جی تاخیر ہادی اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس کو جو دوبارہ تقرری کے لئے اہل ہیں ان کی دوبارہ تقرری کی تجویز پیش کی ہے۔

خصوصی کاروائی

3- 11 اپریل 2022 کو منعقد ہونے والی پہلی سالانہ اجلاس عام میں اراکین سے منظور کردہ قرارداد کے اختیار کے تحت، 31 دسمبر 2022 کو ختم ہونے والے مالی سال کے دوران کمپنی اور اس کے زیر انتظام اجتماعی سرمایہ کاری کی کمپنیوں (فنانس) کی JS چیک لیٹڈ (متعلقہ فریق) کے ساتھ روزمرہ کاروبار میں ایک خاص حدود میں رہتے ہوئے کی جانے والے عملے کے ٹرانزیکشنز کی توثیق اور منظوری دینا۔

4- اگلے سالانہ اجلاس عام تک کے لئے کمپنی کے چیف ایگزیکٹو کو یہ اختیار حاصل ہو کہ وہ ایک خاص حدود میں رہتے ہوئے روزمرہ معاملات میں کی جانے والی تمام ٹرانزیکشنز جو کمپنی میں اور متعلقہ فریقین کے ساتھ کی جائیں کی منظوری دے۔

کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کے تحت لازمی طور پر پیش کردہ خصوصی کاروبار کے سلسلے میں مادی حقائق پہنی گوشوارے اس نوٹس سے منسلک ہیں۔ مذکورہ ایجنٹ میں اس ضمن میں منظور جانے والی قراردادوں کا بھی متن موجود ہے۔ اجلاس کا نوٹس گوشواروں کے ساتھ ساتھ کمپنی کی ویب سائٹ (www.jsil.com) پر بھی موجود ہے۔

تعمیم بورڈ  
Khan

محمد خاور تھال

چیف آپریشنز اینڈ کمپنی سیکریٹری

کراچی، 21 مارچ 2023

نوٹس

1- کمپنی نے کمپنیز ایکٹ 2017 کے سیکشن (7) 223 کے مطابق 31 دسمبر 2022 کو ختم ہونے والے سال کے لیے آڈٹ شدہ مالیاتی گوشواروں اور ان پر آڈٹرز اور ڈائریکٹرز کی رپورٹ اور چیئر مین کی جائزہ رپورٹ ایس ایف انٹرنیشنل کمپنی کے ویب سائٹ www.jsil.com پر فراہم کر دی ہے۔

2- کمپنی کے حصص کی منتقلی کی کتاب میں 06 اپریل 2023 سے 12 اپریل 2023 (بشمول دونوں دن) میں سالانہ اجلاس عام میں شرکت اور ووٹنگ کے لیے شیئر ہولڈرز کا تین کرنا کے لیے بند ہیں گے۔

3- سینٹرل ڈائری سسٹم کے تحت فزیکل ٹرانسفر اور ڈپازٹ کی درخواستوں جو کمپنی کے خود مختار شیئر رجسٹر میں رجسٹرڈ ہوں، ڈی سی ایف 99-B، بلاک بی، ایس ایم ایچ این، میں شاہراہ فیصل، کراچی کو 05 اپریل 2023 تک بزنس کے اختتام سے قبل موصول ہونگی، وہ اجلاس میں شمولیت اور ووٹنگ میں بروقت تصدیق کی جائیں گی۔

4- اجلاس میں شرکت اور ووٹ کا استحقاق رکھنے والے کسی بھی رکن کو یہ حق حاصل ہے کہ وہ اجلاس میں شرکت کرنے اور ووٹ دینے کے لیے اپنی جگہ دوسرے رکن کو پراسیجر مقرر کر سکتا ہے۔ پراسیجر کمپنی کے رجسٹرڈ آفس پر اجلاس کے مقررہ وقت سے 48 گھنٹے قبل جمع کرادی جائیں۔

5- سینٹرل ڈائری سسٹم کی کمپنی آف پاکستان لمیٹڈ (CDC) کے پیٹریل اور آف ایس ایف انٹرنیشنل کمپنیز آف پاکستان کی جانب سے 2000 کے سرکیولر نمبر 1 درج ذیل شیخ کردہ رہنماہدایات پر عمل کرنا ہوگا:



## 9- سالانہ مالیاتی گوشواروں اور نوٹس کے لئے الیکٹرانک ترسیل (اختیاری)

سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کی 2014 / (I) SRO787 کے ذریعے دی گئی ہدایات کے مطابق SECP نے کمپنیوں کو مذکورہ SRO میں دی گئی شرائط کی تکمیل سے شروع سالانہ اجلاس عام کے نوٹس کے ساتھ سالانہ آڈٹ شدہ مالیاتی گوشواروں کی اپنے ممبرز کو بذریعہ ای میل ترسیل کی اجازت دی ہے۔

ممبرز کو نوٹس کے ساتھ سالانہ آڈٹ شدہ مالیاتی گوشواروں کی بذریعہ ای میل ترسیل مذکورہ نوٹیکیشنز میں تجویز کی گئی مخصوص شرائط سے مشروط کمپنیز ایکٹ 2017 کے سیکشن 223 اور 233 کی متعلقہ شرائط کی تکمیل بھی جائے گی۔

اپنے ممبرز کی سہولت کے لئے کمپنی نے الیکٹرانک درخواست فارم کمپنی کی ویب سائٹ (www.jsil.com) پر فراہم کر دیا ہے، تاکہ ممبرز اپنے ای میل ایڈریس سے آگاہ کریں اور نوٹس اور سالانہ آڈٹ شدہ مالیاتی گوشواروں کی الیکٹرانک ترسیل پر رضامندی ظاہر کر سکیں۔ براؤزر کم اس بات کو یقینی بنائیں کہ آپ کے ای میل اکاؤنٹ میں اس طرح کے ای میل موصول کرنے کے لیے کافی حقوق اور جگہ دستیاب ہے جو سائز میں 1 MB سے زیادہ ہو سکتی ہے۔

10- سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) نے 2016 / (I) SRO 40 بتاریخ 31 مئی 2016 اور سیکشن (6) 223 کے ذریعہ کمپنیوں کو اپنے ممبران کے رجسٹرڈ چوں پر ڈیجیٹل ریکارڈنگ ڈیوائس جیسے، سی ڈی / ڈی وی ڈی / یا ایس بی کے ذریعے سالانہ تینٹیس شیٹ، منافع اور نقصان کا اکاؤنٹ، آڈیٹرز کی رپورٹ اور ڈائریکٹرز کی رپورٹ وغیرہ (سالانہ آڈٹ اکاؤنٹ) کو تسلیم کرنے کی اجازت دی ہے۔ مذکورہ بالا کے پیش نظر، کمپنی نے اپنے شیئر ہولڈرز کو سی ڈی (ڈیجیٹل ڈسک) کی شکل میں اپنی سالانہ رپورٹ 2022 ارسال کر دی ہے۔ سالانہ رپورٹ 2022 کی طباعت شدہ کاپی کا تقاضا کرنے والا کوئی بھی ممبر کمپنی کی ویب سائٹ پر موجود الیکٹرانک ریکوئسٹ (Standard Request) فارم کا استعمال کر کے درخواست بھیج سکتا ہے۔

☆ ویب ایڈریس، الگ ان کی تفصیلات اور پاس ورڈ، ای میل کے ذریعے ممبران کو مطلع کریں جائیں گی۔ سی ڈی / سی ڈی شیئر رجسٹر اور سر ڈیجیٹل (ای سرور فراہم کنندہ ہونے کے ناطے) کے ویب پورٹل سے ایس ایم ایس کے ذریعے ممبران کو سکوپ ریٹ کوڈ سے آگاہ کیا جائے گا۔

☆ ای ڈی اے کے ذریعے ووٹ ڈالنے کا ارادہ رکھنے والے ممبران کی شناخت الیکٹرانک ڈیجیٹل الگ ان کے لیے توثیق کے ذریعے تصدیق کی جائے گی۔

☆ ممبران 8 اپریل 2023 صبح 9:00 بجے سے 11 اپریل 2023 تک کسی بھی وقت آن لائن ووٹ ڈالیں گے۔ ووٹنگ 11 اپریل 2023 کو شام 5 بجے ختم ہوگی۔ ایک بار جب کسی ممبر کی طرف سے قرارداد پر ووٹ ڈال دیا جاتا ہے تو اسے بعد میں تبدیل کرنے کی اجازت نہیں دی جائے گی۔

## پوسٹل بلٹ کے ذریعے ووٹنگ کا طریقہ کار

☆ کمپنیز (پوسٹل بلٹ) ریگولیشنز 2018 ("ریگولیشنز، 2018") کے مطابق، ڈائریکٹرز کے انتخاب کے مقصد کے لیے اور کمپنیز ایکٹ 2017 کے سیکشن 143-144 کے تقاضوں سے مشروط، کسی بھی دوسرے ایجنڈا آئٹم کے لیے، ممبران کو مندرجہ بالا ضوابط میں شامل ضروریات اور طریقہ کار کے مطابق پوسٹل بلٹ کے ذریعے اپنے حق رائے دہی کا استعمال کرنے کی اجازت ہوگی۔

☆ ممبران اس بات کو یقینی بنائیں گے کہ کمپنیز انڈیا کو ذی شناختی کارڈ (CNIC) کی کاپی کے ساتھ یا قاعدہ طور پر بھرا ہوا اور دستخط شدہ بلٹ جیسے کمپنی کے رجسٹرڈ ایڈریس، انیسویں منزل، دی سینٹر، پلاٹ نمبر 28 SB-5، عبداللہ بارون روڈ، کراچی پر پوسٹ کے ذریعے چیئر مین اجلاس تک پہنچ جائے گا یا 11 اپریل 2023 کو ہونے والی سالانہ عام انتخابات سے ایک دن قبل کام کے اوقات کے دوران jsil@jsil.com یا ای میل کے ذریعے اجلاس کی چیئر مین تک پہنچ جائے۔ بلٹ جیسے پر دستخط کمپنیز انڈیا کو ذی شناختی کارڈ پر دستخط سے مماثل ہوں گے۔

☆ شیئر ہولڈرز سے درخواست کی جاتی ہے کہ وہ اپنے پتے میں ہونے والی کسی تبدیلی کے بارے میں کمپنی کے شیئر رجسٹرار کو فوری طور پر مطلع کریں۔

## 6- کمپیوٹرائزڈ قومی شناختی کارڈ ("CNIC")

شیئر ہولڈرز سے درخواست کی جاتی ہے کہ وہ کمپنی کے خود مختار رجسٹرار میسرز سینٹرل ڈائریکٹری کمپنی آف پاکستان لیجسلیٹو ڈی وی سی باؤس، 99-B، بلاک بی، ایس ایم سی ایچ ایس، مین شاپراہ فیصل، کراچی کو اپنے کمپیوٹرائزڈ قومی شناختی کارڈ کی نقل فراہم کریں۔ اسکی واضح سکین لقل مع فوٹیو نمبر اور خط و کتابت کے لئے موجود پتے کے ساتھ shareholders@jsil.com پر بھی بھیجی جاسکتی ہے۔

## 7- الیکٹرانک موڈ کے ذریعے کیس ڈیویڈنڈ کی ادائیگی

کمپنیز ایکٹ 2017 کے سیکشن 242 کی شرائط اس بات کا ثبوت دیتا ہے کہ کمپنی کی طرف سے اعلان کردہ کسی بھی کیس ڈیویڈنڈ کی براہ راست ادائیگ شدہ شیئر ہولڈرز کی طرف سے نامزد کردہ بینک اکاؤنٹ کے الیکٹرانک موڈ کے ذریعے ادائیگی کی جاسکتی ہے۔ چنانچہ کمپنی کے شیئر ہولڈرز سے درخواست ہے کہ وہ الیکٹرانک ڈیویڈنڈ مینڈیٹ کو e-dividend فارم پر فراہم کریں جو کمپنی کی ویب سائٹ (www.jsil.com) پر دستیاب ہے، جو کمپنی کو اس قابل بنائیں کہ وہ اپنے مستقبل کے کیس ڈیویڈنڈ کو براہ راست اپنے نامزد کردہ بینک اکاؤنٹس میں کریڈٹ کر سکیں۔

## 8- غیر دعوای شدہ ڈیویڈنڈ اور یوٹس شیئرز

شیئر ہولڈرز (جو کسی وجہ کی بناء پر) اپنے ڈیویڈنڈ یا یوٹس شیئرز یا اپنے فزیکل شیئرز کا دعوی نہیں کر سکتے ہیں (اگر ایسا کوئی ہے) تو ان کو یہ مشورہ دیا جاتا ہے کہ وہ شیئر رجسٹرار میسرز سینٹرل ڈائریکٹری کمپنی آف پاکستان لیجسلیٹو سے رابطہ کریں اور ان سے اپنے غیر دعوای شدہ ڈیویڈنڈ اور یوٹس شیئرز (اگر کوئی ہو) کو حاصل معلوم کریں۔

کمپنیز ایکٹ 2017 کے سیکشن 244 سے مطابقت رکھتے ہوئے، متروکہ طریقہ کار کے مکمل ہونے کے بعد اس طرح کے تمام ڈیویڈنڈ اور شیئرز 3 سال یا ادنیٰ سالوں کے اندر تاریخ سے زیادہ مدت کے غیر دعوای شدہ ڈیویڈنڈ کی صورت میں ادائیگی وفاقی حکومت کے کریڈٹ میں جمع کی جائے اور شیئرز کی صورت میں یہ ادائیگی سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کو بھیجی جائے گی۔

31,046	149,074	1,654,245	جے ایس سی ٹی وی کے ذریعہ فروخت
70,448	616,773	2,657,759	جے ایس سی ٹی وی کے ذریعہ فروخت
-	21,257	24,162,013	جے ایس سی ٹی وی کے ذریعہ فروخت
2,890,801	18,584,092	468,292,692	کل

نوٹس کا ایجنڈا نمبر 4 - چیف ایگزیکٹو آفیسر کو اگلے سالانہ اجلاس عام تک جے ایس سی ٹی وی کے ساتھ ملے ہوئے اور دئے جانے والے ٹرانزیکشنز کی منظوری دینے کا اختیار دینا۔

کمیٹی اور اس کے زیر انتظام فنڈز کو اگلے سالانہ اجلاس عام تک جے ایس سی ٹی وی کے ساتھ ملے ہوئے اور دئے جانے والے ٹرانزیکشنز کی منظوری دینے کا اختیار دینا۔

جیسا کہ ہمارے JSIL کے ڈائریکٹرز کی اکثریت نے ان لین دین میں دلچسپی رکھنے کو ذریعہ قرار دیا ہے، لہذا متعلقہ پارٹیز کے ساتھ ان ٹرانزیکشنز کو کمپنیز ایکٹ 2017 کے سیکشن 208، لہذا کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کی شق 15 اور کمپنیز (ریگولیشنز پارٹی ٹرانزیکشنز اینڈ منیجمنٹ آف ریگولیشنز) ریگولیشنز 2018 کی ریگولیشن 5 کے تحت شیئر ہولڈرز سے منظور کرانا ہوگا۔

کاروباری عمل کو روانہ کرنے کے ساتھ جاری رکھنے کیلئے شیئر ہولڈرز چیف ایگزیکٹو کو متعلقہ پارٹیز کے کاروبار کو اگلے سالانہ اجلاس عام تک محفوظ طریقے سے انجام دینے کی منظوری کا مجاز قرار دے سکتے ہیں، جیسا کہ درج ذیل قرارداد (ترمیم کے ساتھ یا با ترمیم) میں موجود ہے۔ تاہم ان ٹرانزیکشنز کو اگلی ای سی ای ایم میں شیئر ہولڈرز کے سامنے ان کی منظوری / تصدیق کیلئے پیش کرنا ہوگا۔ اس تجویز پر آؤٹ کٹمی نے اجازت دے رکھی ہے۔

"طے پایا کہ کمیٹی کے چیف ایگزیکٹو آفیسر کو جے ایس سی ٹی وی کے ساتھ آئندہ سالانہ اجلاس عام تک عام کاروبار کے عمومی طریقے، کار کے مطابق محتاط طور پر ہونے والی ٹرانزیکشنز کی منظوری کا اختیار ہوگا۔

مزید طے پایا کہ یہ ٹرانزیکشنز جس شخص یا شخص کے سامنے توثیق / منظوری کے لیے اگلے سالانہ اجلاس عام میں رکھے جائیں گے۔"

ڈائریکٹرز کی دلچسپی

ڈائریکٹرز کی اکثریت جے ایس سی ٹی وی کے ملازمین ہیں اور کمیٹی میں اپنی شیئر ہولڈنگ کی حد تک دلچسپی رکھتے ہیں۔

کمپنیز ایکٹ 2017 کے سیکشن (3) 134 کی پیروی میں خصوصی کاروبار سے متعلق مادی حقائق کا اسٹیٹمنٹ

اس اسٹیٹمنٹ میں خصوصی کاروبار سے متعلق مادی حقائق بیان کئے گئے جن کے بارے میں سالانہ اجلاس عام میں کاروباری تجویز کی گئی ہے۔  
نوٹس کا ایجنڈا نمبر 3 - متعلقہ پارٹیز کے درمیان سالانہ 31 دسمبر 2022 کے دوران کی گئی ٹرانزیکشنز کی توثیق / منظوری دینا۔

جیسا کہ مندرجہ ذیل ڈرافٹ قرارداد میں بیان ہے کہ کمیٹی اور اس کے زیر انتظام فنڈز نے جے ایس سی ٹی وی کے ساتھ ٹرانزیکشنز انجام دیں جو 11 اپریل 2022 کو منعقدہ گزشتہ سالانہ اجلاس عام کے دوران ممبران سے منظور شدہ ان کی خصوصی قرارداد کی اتھارٹی کے تحت عمومی کاروباری کورس کے تحت ایک خاص حدود میں رہتے ہوئے کی گئیں۔ لہذا کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز، 2019 کی شق 15 اور کمپنیز (ریگولیشنز پارٹی ٹرانزیکشنز اینڈ منیجمنٹ آف ریگولیشنز) ریگولیشنز 2018 کی ریگولیشن 5 کے تحت سہ ماہی بنیاد پر ایسے تمام ٹرانزیکشنز اور ٹرانزیکشنز جو پبلک شیٹ کی تاریخ پر موجود ہوں گے وہ آؤٹ کٹمی کی تجویز اور تجویز کے بعد نظر ثانی کے لئے بورڈ آف ڈائریکٹرز کو پیش کیے جائیں گے۔

تاہم، جیسا کہ کمیٹی کے ڈائریکٹرز کی اکثریت کو درج ذیل قرارداد کے مطابق جے ایس سی ٹی وی کے ساتھ لین دین کے امور میں دلچسپی کو ذریعہ قرار دیا گیا۔ لہذا کمیٹی اور اس کے زیر انتظام فنڈز کے جے ایس سی ٹی وی کے ساتھ ملے ہوئے اور دئے جانے والے ٹرانزیکشنز کو کمپنیز ایکٹ 2017 کے سیکشن 208، لہذا کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کی شق 15 اور کمپنیز (ریگولیشنز پارٹی ٹرانزیکشنز اینڈ منیجمنٹ آف ریگولیشنز) ریگولیشنز 2018 کی ریگولیشن 5 کے تحت شیئر ہولڈرز سے منظور کرانا ہوگا۔

مندرجہ ذیل قرارداد کو ترمیم یا بغیر کسی ترمیم کے ایک خصوصی قرارداد کے طور پر منظور کرنے کی تجویز دی ہے:

"طے پایا کہ کمیٹی اور اس کے زیر انتظام فنڈز کے تحت مالی سالانہ 31 دسمبر 2022 کے دوران جے ایس سی ٹی وی کے ساتھ لین دین کے امور میں دلچسپی کو ذریعہ قرار دیا گیا۔ لہذا کمیٹی اور اس کے زیر انتظام فنڈز کے جے ایس سی ٹی وی کے ساتھ ملے ہوئے اور دئے جانے والے ٹرانزیکشنز کو کمپنیز ایکٹ 2017 کے سیکشن 208، لہذا کمپنیز (کوڈ آف کارپوریٹ گورننس) ریگولیشنز 2019 کی شق 15 اور کمپنیز (ریگولیشنز پارٹی ٹرانزیکشنز اینڈ منیجمنٹ آف ریگولیشنز) ریگولیشنز 2018 کی ریگولیشن 5 کے تحت شیئر ہولڈرز سے منظور کرانا ہوگا۔

ایجنسی	اداشدہ کرایہ	وصول شدہ کرایہ	ٹیکس ٹیلیفون	ٹیکس ڈپازٹ پر منافع	تخاویوں اور اچھوتوں کی ری فنانسنگ اسکیم کے تحت قابل ادائیگی رقم	دیگر قابل وصول
جے ایس سی ٹی وی	2,853,114	2,409,149	14,737,077	1,890,784	40,657,337	1,465,064

فنڈ / ایجنسی	ٹیکس ٹیلیفون / TDR	مارک آپ آمدنی	مارک آپ وصول شدہ
یونٹڈ ٹرسٹ آف پاکستان	206,795,087	2,630,709	975,817
جے ایس سی ٹی وی	2,718,683	-	-
جے ایس سی ٹی وی	7,391,515	1,544,206	-
جے ایس سی ٹی وی	39,888,336	2,116,020	-
جے ایس سی ٹی وی	2,815,813	662,782	31,297
جے ایس سی ٹی وی	171,672,720	10,140,662	1,607,678
جے ایس سی ٹی وی	77,856	68,893	-
جے ایس سی ٹی وی	61	61	-
جے ایس سی ٹی وی	6,200,000	633,655	174,515
جے ایس سی ٹی وی	2,248,604	-	-
جے ایس سی ٹی وی	10,000	-	-



سمیٹنی سیکرٹری،  
جے ایس اے سسٹمز لم  
وی سینٹر، انیسویں منزل  
SB-5، عبداللہ پارک  
کراچی 74400۔

موجودگی میں  
گواہان:

.....: ۱۴۰۲  
.....: ۱۴۰۳  
.....: ۱۴۰۴

نام: \_\_\_\_\_  
 پست: \_\_\_\_\_  
 کیپٹل از نووی شناختی کارڈ ایلا پپرٹ نمبر

۱۔ کمپنی کا ممبر کسی دوسرے ممبر کو اپنی جگہ اجلاس میں حاضر ہونے، حصہ لینے اور ووٹ دینے کے لیے عیوضی (پراکسی) مقرر کر سکتا ہے۔

iii- کوئی بھی مفلس عیوضی (پرائسی) کے طور پر کام نہیں کرے گا جب تک وہ خود کمپنی کا کارکن نہ ہو، سوائے اس کے کہ کارپوریشن کسی ایسے فرد کو مقرر کرے جو درکن نہیں ہے۔

[illegible]

کھیتی باڑی،  
جے ایس اے ایف ایس ایس ایف ایس،  
وی سینٹر ایف ایس ایس ایف ایس، پلاٹ 28،  
SB-5، عبداللہ ہارون روڈ،  
صدر، کراچی 74400۔

## لیڈر ہیلپر پرنٹ کیا جائے ووٹنگ کے لیے بلیٹ پیپر بڑا کر دیا جائے

سالانہ اجلاس عام میں رائے شماری کے لئے  
12 اپریل 2023 کو صبح 10:30 بجے منعقد ہوگا  
پندرہویں منزل پر، دی سیٹلر پلاٹ نمبر SB - 528،  
عبداللہ ہارون روڈ، صدر، کراچی۔

[جنیئر مین کا نامزدی میل ایڈریس جس پر مناسب طریقے سے بھرے ہوئے  
بلیٹ پیپر بھیجے جاسکتے ہیں chairman@jsil.com]

شیئر ہولڈرز / جو انڈیکسڈ شیئر ہولڈرز کے نام	
رجسٹرڈ ایڈریس	
رکھے ہوئے شیئرز کی تعداد اور فلیٹ نمبر	
کمپیوٹرائزڈ قومی شناختی کارڈ (کانپلی منسک کریں)	
اضافی معلومات اور انکوائریز (اڈا کی کارپوریشن، کارپوریشن اور وفاقی حکومت کے نمائندہ کی صورت میں)	
مجاز دھچکا کنندہ کا نام:	
کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ نمبر (غیر ملکی کی صورت میں) مجاز دھچکا کنندہ کا (کانپلی منسک کی جائے گی)	

میں / ہم مندرجہ ذیل قراردادوں کے سلسلے میں پوسٹل بلیٹ کے ذریعے اپنا ووٹ استعمال کرتے ہیں اور مندرجہ ذیل قراردادوں پر اپنی رضامندی یا اختلاف کا اظہار کرتے ہوئے مندرجہ ذیل مناسب کس میں  
تک ( ) کا نشان لگاتے ہیں:

سیریل نمبر	طے شدہ مساحت اور قراردادوں کی وضاحت	میں / ہم قراردادوں کی منظوری دیتے ہیں (حق میں)	میں / ہم قراردادوں سے اختلاف کرتے ہیں (مخالفت میں)
	غور کرنا، اگر مناسب سمجھا جائے تو مندرجہ ذیل قراردادوں کو بطور خصوصی قراردادوں کے تسلیم کے ساتھ اور اس کے بغیر منظور کرتا		
01	طے کیا کہ کوئی اور اس کے ذرا نظر منڈز کے تحت مالی سال 2022-2023 کے دوران ہے ایس ویک لمیٹڈ کے ساتھ کے درج ذیل ٹرانزیکشنز کو کارروائی کوس کے مطابق کی گئیں ان کی توثیق منظوری اور تصدیق کی جاتی ہے۔		
02	"طے کیا کہ کوئی کے چیف ایگزیکٹو آفیسر کو ہے ایس ویک لمیٹڈ کے ساتھ آئندہ سالانہ اجلاس عام تک نام کاروبار کے عمومی طریقہ کار کے مطابق معاوضہ پر ہونے والی ٹرانزیکشنز کی منظوری کا اختیار رکھتا ہے۔ مزید طے کیا کہ یہ ٹرانزیکشنز حصص یافتگان کے سامنے توثیق منظوری کے لیے اگلے سالانہ اجلاس عام میں رکھے جائیں گے۔"		

1- مجمع طریقے سے مجراہ پوسٹل بلیٹ JSIL کے جنیئر مین کو ایسوی منزل، دی سیٹلر پلاٹ نمبر SB - 528، عبداللہ ہارون روڈ، کراچی، پرنٹنگ ایڈریس (email: chairman@jsil.com)	2- کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ نمبر (غیر ملکی کی صورت میں) کی کانپلی منسک طے شدہ کے ساتھ منسلک کی جائے گی۔
3- پوسٹل بلیٹ عام 11 اپریل 2023 تک ایس سے پہلے کارروائی اجلاس کے نام JSIL کے جنیئر مین تک پہنچا جائے گا۔ اس تاریخ کے بعد موصول ہونے والے کسی بھی پوسٹل بلیٹ کو دھچکا کے لیے تصویب نہیں کیا جائے گا۔	4- پوسٹل بلیٹ دھچکا کمپیوٹرائزڈ قومی شناختی کارڈ / پاسپورٹ نمبر (غیر ملکی کی صورت میں) پر دھچکا کے ساتھ ملنا چاہیے۔
جگہ: تاریخ:	

پوائنٹ نمبر کے شیڈول

ایجنسی	اداشدہ کرایہ	وصول شدہ کرایہ	بینک بیلنسز	بینک ڈپازٹ پر منافع	تختہ اہوں اور اجرتوں کی ری فنانسنگ اکسپیم کے تحت قابل ادائیگی رقم	دیگر قابل وصول
سے ایس اوٹو سٹیشن لمیٹڈ	2,853,114	2,409,149	14,737,077	1,890,784	40,657,337	1,465,064

فیڈ / ایجنسی	بینک بیلنس / TDR	مارک آپ آمدنی	مارک آپ وصول شدہ
پونٹ ٹرسٹ آف پاکستان	206,795,087	2,630,709	975,817
بے ایس اسلامک فنڈ	2,718,683	-	-
بے ایس آف فنڈ	7,391,515	1,544,206	-
بے ایس اراچ کیمپل فنڈ	39,888,336	2,116,020	-
بے ایس فنڈ آف فنڈز	2,815,813	662,782	31,297
بے ایس گروٹھ فنڈ	171,672,720	10,140,662	1,607,678
بے ایس ہنٹن سیوینگر فنڈ - اکیو پیٹ سب - فنڈ	77,856	68,893	-
بے ایس ہنٹن سیوینگر فنڈ - مٹی مارکیٹ سب - فنڈ	61	61	-
بے ایس کیش فنڈ	6,200,000	633,655	174,515
بے ایس اسلامک انڈسٹریل	2,248,604	-	-
بے ایس اسلامک بائرنڈ فنڈ آف فنڈز متناسب	10,000	-	-
بے ایس مؤظفم کلڈر ایجنسی ٹریڈ فنڈ	1,654,245	149,074	31,046
بے ایس مائیکرو فنانس سٹریٹجی	2,657,759	616,773	70,448
بے ایس ریٹیل آری آئی ٹی فنڈ	24,162,013	21,257	-
کل	468,292,692	18,584,092	2,890,801



# NOTICE TO SHAREHOLDERS

Dear Shareholders,

## Subject: Conversion of all Physical shares in Book-Entry-Form

In order to ensure compliance with the provision of Section 72 of the Companies Act, 2017 and subsequent letter No.CSD/ED/Misc/2016-639-640 dated March 26, 2021 of SECP addressed to all listed Companies on the captioned subject. All Members who hold physical shares are hereby requested to make necessary arrangements for conversion of their physical shares into book-entry form in order to avail the following key benefits:

1. Physical share certificates may be lost, stolen or spoilt and their duplicate issuance is very cumbersome activity.
2. Physical shares are not saleable in stock exchange and book-entry shares can instantly be traded/sold.
3. For transfer/sale of book-entry shares, there is no need of preparation and verification of transfer deeds.
4. Only book-entry shares can be pledged for any financing facility.
5. Shareholders held share in book-entry form could get instant credit of bonus and right shares entitlements in CDS Accounts.
6. Online access is allowed on book-entry shares kept in CDS Account for reviewing portfolio information and/or obtaining any statement/report, as and when required by you.

In order to convert physical shares into book-entry form you are requested to kindly follow the procedure provided hereunder:

1. Shareholder must open an account in CDS with any CDC Participant (Stock Broker) or with CDC Investors Account Services (IAS).
2. Fill the necessary columns of Transfer Deed (TD) form available on the Company's website ([www.jsil.com](http://www.jsil.com)), sign, attach valid CNIC copy of yourself & witnessing person and get it verified by our Registrar before submission of physical shares for conversion. If Transfer Deed already verified skip this step.
3. Transfer duty is to be affixed @0.15% of the face value of shares on the reverse of transfer deed in form of share transfer stamps.
4. Obtain prescribed Securities Deposit Form (SDF) from your respective CDC Participant or CDC IAS Department and fill and sign the same.
5. Lodge original physical share certificates together with verified transfer deeds and Security Deposit Form to your respective CDC Participant (Stock Broker) or CDC IAS Department.
6. CDC Participant (Stock Broker) or CDC IAS Deposit Section initiates deposit request in CDS, on behalf of shareholder, after receiving original share certificates and verified transfer deeds and signed Security Deposit Form.
7. CDC Participant (Stock Broker) or CDC IAS Deposit Section sends physical share certificate, verified transfer deed and Security Deposit Form (obtained after initiating deposit request in CDS) to the Share Registrar.
8. Share Registrar after verifying the documents and getting necessary endorsement from the Company will deposit shares in CDS.

For any clarification in this regards please contact us or our share registrar at following contact details:

CDC Share Registrar Services Limited  
Email: [info@cdcsrsl.com](mailto:info@cdcsrsl.com), Website: [www.cdcsrsl.com](http://www.cdcsrsl.com)  
Contact Number: +92-21-111-111-500

JS Investments Limited  
Email: [info@jsil.com](mailto:info@jsil.com),  
Website: [www.jsil.com](http://www.jsil.com)  
Contact Number: +92-21-111-222-626

Yours Sincerely,  
**Muhammad Khawar Iqbal**  
COO & Company Secretary



## JS INVESTMENTS OFFICES

### Karachi (Head Office)

19th Floor, The Centre,  
Plot No. 28, SB-5  
Abdullah Haroon road, Saddar,  
Karachi - South  
021-111-222-626

### Lahore

Ground Floor, No.25, Block -13,  
Plot No. 1- 4, Usman Block,  
New Garden Town,  
Lahore - Central  
042-383-020-94

### Islamabad

Office # 414, 4th Floor,  
PSX Tower, Jinnah Avenue,  
Islamabad - North  
051-2894423

☎ 0800-00887 ✉ "Invest to 8027" ✉ [ir@jsil.com](mailto:ir@jsil.com) 🌐 [www.jsil.com](http://www.jsil.com)  
📘 [www.facebook.com/jsinvestments](https://www.facebook.com/jsinvestments) 🐦 [http://twitter.com/JSInvestment](https://twitter.com/JSInvestment)  
🌐 <http://www.linkedin.com/company/js-investment-limited>



QR Code for  
website access